
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER

1. COMMITTEE STRUCTURE

The Corporate Governance and Nominating Committee (the "Committee") shall consist of at least three directors, including the Chairperson. A quorum for any meeting shall be two members.

Nominees for the Committee shall be recommended by the Corporate Governance & Nominating Committee. The invitation to join the Committee shall be extended by the Board of Directors (the "Board") itself, by the Chairman of the Corporate Governance & Nominating Committee or the Chairman of the Board. Members of the Committee may be removed or replaced by the Board.

The Committee members shall all be independent directors.

Any Committee member may resign at any time by providing notice in writing or by electronic transmission to the Company Secretary. Such resignation shall take effect upon receipt thereof or at any later time specified therein; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

2. OPERATION OF THE COMMITTEE

The responsibility of the Committee is to monitor the governance of the Board including the size, structure and membership of the Board and Board Committees.

The Committee shall:

- Develop and recommend to the full Board a set of corporate governance guidelines, review such principles annually and recommend any modifications thereto.
- In the interests of succession planning, periodically review the composition of the full Board and the various Committees to determine whether additional Board or Committee members with specific qualifications or areas of expertise are needed to further enhance the composition of the Board and Committees and work with other Board members in attracting candidates with these qualifications.
- Identify and review the qualifications of prospective nominees for Director and recommend the slate of nominees for inclusion in the Corporation's information circular and presentation to the shareholders at the Annual Meeting. In evaluating candidates for nomination to the Board, the Committee may take into consideration such factors and criteria as it deems appropriate, including judgment, skill, integrity, reputation, diversity, business and other experience and

whether each new nominee can devote sufficient time and resources to his or her duties as a member of the Board. In making its recommendations the Corporate Governance and Nominating Committee will consider the representation of women on the Board.

- Develop and implement an orientation and educational program for new recruits to the Board in order to familiarize new directors with the business of the Corporation, its management and professional advisors and its facilities.
- Develop and implement a process for assessing the effectiveness of the Board and its committees and for assessing the contribution of each of the Corporation's directors.
- Advise the Board in connection with succession planning in respect of senior management, including the appointment and supervision of the Chief Executive Officer.
- Periodically review the Corporation's directors and officer's liability insurance coverage.
- Determine the amount of compensation to be paid to the Corporation's directors.
- Review and respond to requests by individual directors of the Corporation to engage outside advisors at the expense of the Corporation.
- Review and resolve reports of illegal or unethical behavior that are a violation of the Corporation's Business Conduct & Ethics Policy.
- Meet at least twice annually. The Committee members are expected to attend Committee meetings as frequently as possible. The Chairperson may invite corporate officers and advisors to attend the meetings. Minutes of each Committee meeting shall be kept and made available to the Board.

The Committee shall have the right to engage experts or advisors, including independent legal counsel at the expense of the Company.

3. AMENDMENT, MODIFICATION AND WAIVER

These guidelines may be amended or modified by the Board, subject to disclosure and other policies and guidelines of the Canadian Securities Administrators.