

**SECTION 20 –CORPORATE GOVERNANCE & NOMINATING COMMITTEE
CHARTER**

I MANDATE

The Corporate Governance & Nominating Committee's mandate shall be two fold; firstly to advise and make recommendations to the Board of Directors on the development, implementation and maintenance of an effective and efficient approach to corporate governance which meets the standards and norms required of the Company by applicable legislation and secondly to assist the Board in carrying out its responsibilities to provide for the nomination, election and/or appointment of appropriate individuals to the Board of Directors by ensuring that there is a formal, rigorous and transparent procedure for the election or appointment of new directors.

The Corporate Governance & Nominating Committee shall have an oversight role with respect to:

- (a) the development of the Company'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; and
- (d) the selection of appropriate individuals for consideration by the Board of Directors for election/appointment to the Board of Directors.

II COMPOSITION AND QUORUM

- A.** The Corporate Governance & Nominating Committee shall consist of a minimum of three directors, all of whom shall be independent directors.
- B.** The members of the Corporate Governance & Nominating Committee shall be appointed by the Board of Directors annually at the first meeting of the Board of Directors after the Annual General Meeting of the shareholders at which directors are elected and each member shall serve until the next Annual General Meeting of shareholders or until his or her successor is duly appointed or until such member is removed from the Committee by the Board of Directors. Any member of the Corporate Governance & Nominating Committee may be removed or replaced at any time by the Board and the Board may fill a vacancy in the Committee at any time.
- C.** The Board of Directors shall designate one member of the Corporate Governance & Nominating Committee as the chair of the Corporate Governance & Nominating Committee (the "Chair"), but if it fails to do so, then the members of the Corporate Governance & Nominating Committee may designate the Chair by a majority vote of the full Corporate Governance & Nominating Committee membership.
- D.** A quorum for the transaction of business at all meetings of the Corporate Governance & Nominating Committee shall be a majority of members.

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III. DUTIES OF THE CHAIR OF THE CORPORATE GOVERNANCE & NOMINATING COMMITTEE

- A.** Lead the Corporate Governance & Nominating Committee in the performance of its duties and carrying out its responsibilities within the terms of this Charter established by the Board.
- B.** Report to the Board of Directors on the outcome of the deliberations of the Corporate Governance & Nominating Committee.
- C.** Meet regularly and as required with Management of the Company to review material issues and to ensure that the Corporate Governance & Nominating Committee and the Board are provided in a timely manner with all information necessary to permit the Board to fulfill its statutory and other obligations.
- D.** Attend, or arrange for another member of the Corporate Governance & Nominating Committee to attend the Annual General Meeting and be prepared to and respond to any shareholder questions on the Committee's activities.

IV. TERMS OF REFERENCE

In accordance with the mandate of the Corporate Governance & Nominating Committee, the Committee shall:

- A.** Clearly confirm and communicate the importance of good corporate governance to the Company's directors, officers and employees;
- B.** Require the development and establishment of corporate governance policies and procedures which are consistent with good governance practices and industry standards, having regard to the particular needs of the Company;
- C.** Review the Company's corporate governance policies annually to confirm that they continue to adequately reflect the Company's commitment to good corporate governance and meet existing regulatory requirements, and recommend to the Board of Directors such changes as are required or desirable. The review shall include:
 - a.** the charter of the Board of Directors;
 - b.** the charters of each committee of the Board of Directors;
 - c.** the skills, areas of expertise, backgrounds, independence and qualifications of the members of the Board of Directors;
 - d.** the size and composition of the Board of Directors to ensure that there are a majority of independent directors;
 - e.** the membership, organization and responsibilities of appropriate committees of the Board and Board appointed committees; and
 - f.** the evaluation process for the Board.

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- D.** Review reports on corporate governance issues of current public concern and on emerging public and legal corporate governance issues;
- E.** Adopt guidelines for reporting corporate governance matters to the Board;
- F.** Review and approve officers' directorships in companies other than subsidiary companies and review directors' relationships with other outside entities with regard to potential conflicts of interest;
- G.** Review the corporate governance sections of the management information circular distributed to the Corporation's shareholders, including the statement of corporate governance practices;
- H.** Develop and recommend to the Board of Directors a process for assessing annually the effectiveness of the Board of Directors, as a whole, the committees of the Board of Directors, the Chair of the Board, and individual directors and be responsible for overseeing the execution of the assessment process approved by the Board of Directors;
- I.** Serve as a forum for individual directors to voice any concerns on matters not readily discussed at regular Board of Directors meetings;
- J.** 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 & Nominating Committee;
- K.** 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;
- L.** 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;
- M.** Assess shareholder proposals as necessary for inclusion in the management information circular and make appropriate recommendations to the Board of Directors;
- N.** Oversee:

 - (a) the development and implementation of orientation programs for new directors; and
 - (b) continuing education for all directors;
- O.** Recommend a desirable balance of expertise among Board members, seek out possible candidates to fill Board positions, and aid in attracting qualified candidates to the Board.
- P.** Recommend to the Board of Directors the nominees to fill vacancies on the Board or to be proposed by the Board as candidates for election as directors at the Annual Meeting.
- Q.** The Nominating Committee shall review and monitor the orientation of new Board members.

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- R. Report to the Board of Directors following each meeting of the Corporate Governance & Nominating Committee and at such other times as the Board of Directors may consider appropriate; and
- S. 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 & Nominating Committee by the Board of Directors.

V. REGULATIONS

The following regulations shall apply to the proceedings of the Corporate Governance & Nominating Committee:

- A. The Corporate Governance & Nominating Committee shall meet at least once each year on such date as the Chair of the Corporate Governance & Nominating Committee shall determine. Notice of meetings shall be given by letter, telex, telecopier, email or other means of recorded electronic communication or by telephone not less than 24 hours before the time fixed for the meeting. Members may waive notice of any meetings before or after the holding thereof.
- B. The Corporate Governance & Nominating Committee shall seek to act on the basis of consensus, but an affirmative vote of a majority of Members of the Corporate Governance & Nominating Committee participating in any meeting of the Corporate Governance & Nominating Committee shall be sufficient for the adoption of any resolution but the Chair of the meeting shall not have a casting vote.
- C. The business of the Corporate Governance & Nominating Committee shall be transacted either at meetings thereof or by conference telephone or other communications facilities that permit all persons participating in the meeting to hear each other, or by resolution in writing.
- D. A resolution in writing signed by all members of the Corporate Governance & Nominating Committee entitled to vote on that resolution at a meeting of the Corporate Governance & Nominating Committee shall be as valid as if it has been passed at a duly called and constituted meeting. Such resolutions in writing may be in one or more counterparts, all of which, when taken together, shall be deemed to constitute one resolution.
- E. The minutes of the proceedings of the Corporate Governance & Nominating Committee and any resolutions in writing shall be kept in a book provided for that purpose which shall always be open for inspection by any director of the Company.
- F. Subject to the foregoing, the calling, holding and procedure at meetings of the Corporate Governance & Nominating Committee shall be determined from time to time by the Corporate Governance & Nominating Committee.