

GOVERNANCE COMMITTEE CHARTER

The Governance Committee (for the purposes of this section, the “Committee”) of the Board will carry out the procedures, responsibilities and duties set out below, with an aim of developing and maintaining adherence to superior corporate governance standards, and thereby promoting the public’s confidence in the Company.

PURPOSE

1. The purpose of the Committee is to assist the Board in fulfilling its responsibilities in relation to:

- (i) development of, and compliance with, corporate governance policies and procedures,
- (ii) recommending candidates for election to the Board and its committees, and
- (iii) assessing the management, development and effective performance of the Board, its committees, and its mandate and charter, and orientation, education and development of members of the Board.

RESPONSIBILITIES AND DUTIES

General

2. The Committee shall perform the duties as set out in this charter, as well as such other duties as may be appropriate under governing law and stock exchange rules, or as may be delegated to the Committee by the Board from time to time.

Policies and Procedures

3. The Committee shall recommend to the Board the establishment and maintenance of the policies and procedures intended to provide the Company with appropriate standards of corporate governance and, in particular, shall:

- (i) review written corporate governance standards for distribution to each Board member;
- (ii) oversee systems that are in place to verify compliance with corporate governance, disclosure and other related regulatory requirements; and
- (iii) monitor best practices for corporate governance and annually review the Company’s governance practices with a view to maintaining high standards.

Directors

4. The Committee shall establish and annually review criteria for Board and Committee membership, including factors affecting the retirement, vacancy or termination of Board membership, and make appropriate recommendations to the Board.

5. The independent directors of the Committee (the “Independent Members”) shall annually identify and recommend to the Board an annual slate of nominees for membership on the Board at the annual meeting of the Company’s shareholders. In this regard, the Independent Members shall establish, maintain and annually review a procedure in preparing this slate of nominees, which procedure shall provide for the canvassing of current Board members for candidate suggestions, a selection and/or screening process and a procedure for approaching prospective candidates.

Management and the Board

6. The Committee shall establish a procedure by which it annually reviews the performance of the Chair of the Board.

7. The Committee shall continually review any issues relating to corporate governance that are identified by the Board or any of its committees and facilitate the appropriate communication to management.

8. From time to time, the Committee shall review the relationship between management and the Board, promoting the maintenance of integrity and continuity of its operations.

Board and Committee Assessment

9. The Committee shall annually review the size, composition, charter and membership of the Board and each Board committee including its own mandate, membership and performance, evaluating the effectiveness of the Board as a whole, its committees and the contribution of individual members. In this regard, the Committee shall annually provide a report to the Board detailing its findings.

10. Annually, the Committee shall recommend the appointment of Board committee chairs having regard to the attributes of independence, competence, dedication and leadership skills essential to effective chairpersonship.

11. The Chair of the Board has primary responsibility for addressing the concerns of Board members. From time to time, as necessary, the Committee shall also make itself available as a forum for receiving comments from, and discussing any issues with, individual members of the Board.

Orientation and Education

12. The Committee shall annually review and recommend to the Board:

- (i) an orientation process for new members of the Board; and
- (ii) continuing education and development for incumbent members of the Board, including specific education for members of each committee, if necessary.

13. The Committee shall request that all members of the Board annually participate in a continuing education event addressing current developments and best practices in corporate governance.

Publications and Other Material

14. The Committee shall review and recommend to the Board any revisions to the Code of Ethics, as necessary. The Committee shall oversee the documentation and procedures implemented by the Company to promote compliance with the Code of Ethics by employees and senior officers of the Company.

15. The Committee shall review and recommend to the Board the Statement of Corporate Governance Practices to be included in the Company's annual disclosure documents, as well as the Management Proxy Circular as a whole, and any other such reports relating to the activities of the Committee as may be required by the Company, the Board or the Committee.

16. The Committee shall review and recommend to the Board any revisions and additions to the Corporate Governance Handbook, as presented to the Committee, and may approve revisions to this charter as it deems appropriate.

MEMBERSHIP

17. The Committee shall consist of between three and five directors, a majority of whom are independent directors. The Chair of the Board shall be an *ex-officio* member of the Committee.

18. The Board will annually appoint the members of the Committee.

19. The members of the Committee will serve at the pleasure of the Board and may be removed or replaced at any time, with or without cause, by a majority vote of the Board. Where a vacancy occurs at any time in the membership of the Committee, it may be filled by appointment of the Board as soon as is reasonably possible following the vacancy.

MEETINGS

Timing

20. The Committee shall meet at least two times in each fiscal year. Additional meetings may be called at the direction of the Board, the Chair of the Committee or as the Committee deems necessary to carry out its functions and duties effectively.

21. The Committee shall review and prepare a calendar detailing the dates, times and locations of Committee meetings for the following twelve calendar months (the “Scheduled Meetings”).

22. In the event of any revisions to the Scheduled Meetings, or Committee meetings called in addition thereto, notice must be given orally, in writing, or by facsimile to each member of the Committee at least 48 hours prior to the time fixed for such meeting.

23. The Chair of the Committee shall prepare an agenda for each Committee meeting, and forward such agenda to the Committee at a time reasonably in advance of the meeting.

Attendance

24. The Chair of the Committee shall preside at Committee meetings. In the absence of the Chair, an alternate may be elected by the Committee to preside at a meeting.

25. The Corporate Secretary, or a person delegated by the Corporate Secretary, will be the secretary to the Committee and will be responsible for recording the minutes of each Committee meeting. Copies of the minutes will be forwarded to all Committee members in a timely manner, and the originals will be organized and maintained at the Company’s head office.

26. The Committee may invite to its meetings other members of the Board, management of the Company and such other persons as it deems appropriate in order to carry out its responsibilities. The Committee may also exclude from its meetings any persons it deems appropriate in order to carry out its responsibilities.

Procedure

27. All Committee meetings shall be conducted in accordance with the Articles and the By-laws of the Company. No business of the Committee may be transacted except at a meeting of the members at which a quorum of the Committee is present (in person or by means of telephone conference) or by a resolution in writing signed by all of the Committee members. A majority of the members of the Committee constitutes a quorum.

AUTHORITY

28. This charter gives the Committee the authority to carry out the responsibilities described in this charter, and any other responsibilities that the Committee deems necessary to fulfill its obligations and assist the Board in meeting its responsibilities and obligations.

29. As appropriate, the Committee may retain independent advisors to help it carry out its responsibilities, including fixing such advisors' fees and retention terms, subject to advising the Chair of the Board.

REPORTS

30. The Chair of the Committee shall provide a report detailing the proceedings of each Committee meeting and all recommendations made by the Committee at such meeting to the Board at the Board's next meeting. The Committee shall make such recommendations to the Board as it may deem appropriate and has such decision-making authority as the Board may determine from time to time.

MISCELLANEOUS

31. Nothing contained in this charter is intended to assign to the Committee the Board's responsibility to ensure the Company's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements to the members of the Committee.

32. The Committee shall conduct an annual review and assessment of its performance, including a review of its compliance with this charter. In conducting its review, the Committee shall take into account all applicable legislative and regulatory requirements, and any guidelines recommended by regulators or stock exchanges with which the Company has a reporting relationship. The Committee may approve revisions to this charter, with guidance from the Chair of the Committee when appropriate.