

MANDATE OF THE CORPORATE GOVERNANCE COMMITTEE

The mandate of the Corporate Governance Committee (the "Committee"), composed entirely of independent directors, consists in ensuring compliance with, and enforcement of, corporate governance requirements and regulations, in particular as set forth in National Instrument 58-101 - *Disclosure of Corporate Governance Practices* and National Policy 58-201 - *Corporate Governance Guidelines*.

1. COMPOSITION

The Board of Directors (the "Board") shall appoint a minimum of three of its members to the Committee, all of whom shall be independent. One member of the Committee shall as Committee Chair.

The members of the Committee shall be appointed or changed by resolution of the Board to hold office from the time of their appointment until the next annual meeting of shareholders or until their successors are so appointed. The Board may remove or replace a member of the Committee at any time. A member shall cease to be a member of the Committee upon ceasing to be a director.

The Committee shall fix its own procedure at meetings and for the calling of meetings. Unless waived by the members of the Committee, the Committee shall meet "in camera" at each Committee meeting at which members of management are not in attendance, to allow its members to discuss openly and candidly.

Unless otherwise decided from time to time by the Board, two members of the Committee shall constitute quorum for the transaction of business at a meeting. For any meeting(s) at which the Committee Chair is absent, the Chair of the meeting shall be the person present who shall be decided by a majority of the members present. At a meeting, any question shall be decided by a majority of the votes cast by members of the Committee. The Corporate Secretary or Assistant Corporate Secretary shall be the secretary of the Committee.

To discharge its responsibilities, the Committee has the authority appropriate to retain at the expense of the Corporation external consultants and experts.

2. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are established by the Board and include, amongst others, the following:

- (i) Propose to the Board candidates for any director position;
- (ii) When proposing new candidates for election as directors, the Committee shall adopt a process involving the following steps:
 - consider the competencies and skills that the Board as a whole should possess;
 - assess the competencies and skills of each current director;
 - assess the competencies and skills that each new candidate will bring to the Board;
 - prepare a recommendation for the Board regarding the new candidates;

- (iii) Implement a system for the regular assessment of the Board and its committees with respect to their contribution and efficiency in light of their respective mandates and charters and carry out a regular assessment of individual directors based on the applicable position description and the competencies and skills that each director is expected to bring to the Board;
- (iv) Review the size and composition of the Board;
- (v) Review the Corporation's corporate governance policies and practices and make improvements thereto;
- (vi) Ensure that the Board functions independently from management by holding "in camera" meetings;
- (vii) Review regularly the compensation of directors and make recommendations to the Board with respect thereto;
- (viii) Provide a continuous education program for directors and reassess the program as need be;
- (ix) Review regularly the Director Handbook and discuss the duties and responsibilities of directors;
- (x) Review the procedures implemented to ensure compliance with the Code of Ethics, recommend new rules, if required, and report to the Board;
- (xi) Review any violation to the Code of Ethics by a director or an executive officer and make recommendations to the Board regarding any measures to be taken by the Board with respect thereto;
- (xii) Review the Committee's mandates on an annual basis and make recommendations to the Board regarding the adoption thereof; and
- (xiii) Carry out any other mandate that the Board may give from time to time.

The Corporate Governance Committee reports to the Board after every Committee meeting.