

## **CORPORATE GOVERNANCE COMMITTEE CHARTER**

### **1. Purpose**

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to: the development of corporate governance guidelines, principles and policies; the identification of individuals qualified to be nominated as members of the Board; the structure and composition of Board committees; evaluating the performance and effectiveness of the Board; Board succession and development; and succession planning for the CEO.

### **2. Composition and Organization**

The Committee will be appointed by the Board and shall consist of at least three members of the Board, all of whom shall be “independent” as that term is defined in National Instrument 58-101 – Disclosure of Corporate Governance Practices and under the applicable rules of the TSX and any other exchange upon which the securities of the Company may be listed to the extent required by the rules of such exchange.

Members of the Committee are appointed for a one-year term at the first meeting of the Directors of the Corporation following the Annual General Meeting. The Chair of the Committee will be appointed by the Committee.

A quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.

### **3. Meetings**

The Committee shall meet at least annually, and otherwise as necessary. Any member of the Committee may call a meeting of the Committee. The Committee shall hold in camera sessions without the presence of management at each meeting (unless the members of the Committee present determine that such a session is not required).

### **4. Duties and Responsibilities**

The Committee will recommend to the Board on matters of corporate governance, including

- the Composition of the Board and its Committees;
- Orientation and education programs for new Directors;
- Annual review of the Corporate Governance Manual, including Terms of Reference for Directors;
- Nominations made to fill vacant Director positions and members and chairs of Board Committees;
- Ensuring on an annual basis that all Directors have executed the Code of Conduct Agreement;
- Ensure for each meeting that minutes are recorded, drafted and circulated on a timely basis to committee members.

## 5. Chair of the Committee

The Chair is appointed by the Board and will be an independent Director. Responsibilities include:

- Establishing the meeting schedule and setting the agenda, with the assistance of senior management;
- Reporting to the Board on Committee activities and recommendations;
- Liaising with Senior Management and legal counsel and to take such other reasonable steps to ensure that the Committee, Directors and Senior Management are up to date and current with corporate governance legislation, regulatory requirements and best practices;
- Ensuring that the responsibilities and duties of the Committee as set out in the Charter are carried out;
- Ensuring that draft minutes are reviewed and completed in advance of the subsequent meeting and are made available to the full Board of Directors.