

NOMINATING & CORPORATE GOVERNANCE COMMITTEE TERMS OF REFERENCE

The Board has established a Nominating & Corporate Governance Committee of Directors, which will consist of at least three independent Directors. Members of the Committee shall be considered independent if they meet the test of independence contained in applicable legislation and the rules of any stock exchange on which securities of the Corporation are listed.

Principal responsibilities are reviewing and making recommendations as to all matters relating to effective corporate governance. The Committee is responsible for assessing effectiveness of the Board, its size and composition, its committees, Board's relationship to management and individual performance and contribution of its directors. The Committee recommends the annual slate of directors. The Committee also identifies and recruits new directors and provides new director orientation.

The mandate of the Committee is as follows:

- (a) to monitor the Corporation's corporate governance practices and propose such procedures and policies as the Committee believes are appropriate to ensure the Board functions independently of management, that management is accountable to the Board of Directors of the Corporation and that procedures are in place to monitor the effectiveness of the existing Directors;
- (b) to recommend to the Board, candidates for election to the Board by shareholders and candidates for appointment by the Board, as applicable;
- (c) to oversee the identification, selection and recruitment of new directors in accordance with the Nomination of Directors and New Director Process Policies;
- (d) to consider and recommend directors' compensation to the Board
- (e) to review the mandate of the Board, Committees of the Board (being the Audit Committee and the Human Resources and Compensation Committee) and recommend to the Board any changes it believes are appropriate and to recommend to the Board any additional committees as appropriate;
- (f) to recommend to the Board such codes of conduct and other policies as are appropriate to deal with the confidentiality of the Corporation's information, insider trading and the Corporation's timely disclosure and other public company obligations;
- (g) to recommend to the Board such steps as the Committee decides are appropriate to align the Corporation's governance practice with proper corporate governance practices are in place for the Corporation, with reference to National Policy 58-201 and other authoritative guidelines on corporate governance;
- (h) review and present to the Board for approval the material for corporate governance reporting in the annual Management Information Circular; and
- (i) to oversee the Orientation and Continuing Education Policy.

It is acknowledged that there may be, from time to time, the need for the Committee to retain the services of outside advisors and/or consultants to assist it in completion of its responsibilities. The Committee, with the final approval of the Chairman of the Committee, is authorized to negotiate the terms, including fees associated with any such engagement at the expense of the Corporation and to authorize the payment of such fees.

In accordance with the retirement policy for Directors, the Committee shall not recommend for election any person that has reached the age of 72, unless on an exception basis, the Committee determines that it would be in the best interests of the Corporation to continue to nominate a Director beyond age 72. The Committee will report on its activities to the Board at least annually.