



CORPORATE GOVERNANCE AND NOMINATING COMMITTEE MANDATE

(as amended and restated by the Board of Directors on February 23, 2016)

1. Responsibilities

- i. The Corporate Governance and Nominating Committee of the Company has the responsibility in general for developing and monitoring the Company's approach to corporate governance issues, and without limiting the generality of the foregoing, shall be responsible for the following specific matters:
- ii. reviewing the Company's response to applicable rules, policies and guidelines respecting corporate governance matters;
- iii. assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors on a periodic basis, which will include monitoring the quality of the relationship between management and the Board and recommending any improvements, if necessary. This assessment will consider, in the case of the Board or a committee of the Board, its mandate or charter and, in the case of individual directors, the applicable position description as well as the competencies and skills each individual director is expected to bring to the Board;
- iv. ensuring that appropriate structures and procedures are in place to ensure that the Board can function independently of management and to facilitate open and candid discussion among its independent directors, including, without limitation, recommending (x) appointment of a lead director if the Committee determines that such appointment would facilitate the independent function of the Board and (y) a procedure for independent directors to meet outside the presence of management;
- v. preparing or reviewing any disclosure that must be made or approved by the Board that relates to corporate governance matters;
- vi. periodically examining the size of the Board, with a view to determining the impact of the number of directors upon effectiveness, and making recommendations where appropriate to the Board as to any programs the Committee determines to be appropriate to reduce or increase the number of directors to a number which facilitates more effective decision making;
- vii. identifying individuals qualified to become new Board members and recommending to the Board the director nominees for election at the annual meetings of shareholders;
- viii. developing, with the assistance of management, an orientation and education program for new recruits to the Board, when necessary;
- ix. considering questions as to the appropriateness of a director engaging an outside advisor at the expense of the Company in the circumstances required by applicable policies of the Board;
- x. identifying and recommending to the Board individual directors to serve as members of the Committees of the Board;
- xi. providing, with the assistance of management, continuing education for all directors;



- xii. implementing a program of review of policies and procedures to ensure ongoing applicability;
- xiii. with regard to gender diversity, on an annual basis: (a) discussing the setting of targets to promote gender diversity; (b) making recommendations to the Board regarding such targets and reporting on their achievement; and (c) monitoring and reviewing the Company's policy regarding gender diversity; and
- xiv. annual review of the Board's mandate and the Corporate Governance and Nominating Committee's mandate, in light of existing corporate governance trends, and if necessary recommending changes for Board approval.

2. Considerations regarding Board Nominees

In making its recommendations for nominees for director, the Committee will consider any guidelines approved by the Board regarding its composition including any approved gender diversity targets, and advise the Board as to:

- i. the competencies and skills that the Committee considers to be necessary for the Board, as a whole, to possess;
- ii. the competencies and skills that the Committee considers each existing director to possess; and
- iii. the competencies and skills each new nominee will bring to the Board.
- iv. The Committee will also consider and advise the Board whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

3. Recommendation regarding Lead Director

If the Committee determines that the appointment of a Lead Director would facilitate the independent function of the Board, then the Committee shall identify and recommend to the Chairman of the Board an individual director who qualifies as an "independent" director within the meaning of National Policy 58-201 to serve as Lead Director until the next annual meeting, or until he or she is removed by the Board of Directors or until his or her successor is appointed, or until he or she ceases to be a director of the Corporation.

4. Meetings

The Corporate Governance and Nominating Committee shall meet as frequently as necessary in order to fulfill the mandate/responsibilities described above, and in any event, at least once annually and shall provide a report of the meeting to the Board of Directors at the next Board meeting.

5. Composition, Procedures and Organization

- (i) The members of the Corporate Governance and Nominating Committee shall be appointed by the Board from its members from time to time, provided that the Committee shall have at least three members all of whom shall be "independent" directors within the meaning of National Policy 58-201, as amended from time to time.



- (ii) The Corporate Governance and Nominating Committee has the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.
- (iii) A quorum for the purposes of conducting business at any Corporate Governance and Nominating Committee meeting shall be two members.
- (iv) Unless the Board shall have appointed a chair (“Chair”) of the Committee, the members of the Committee shall elect a chair from among their number.