

**CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE MANDATE**

**1. PURPOSE**

- 1.1** The Corporate Governance and Nominations Committee (the “Committee”) assists the Board of Directors of the Company (the “Board”) in fulfilling its oversight responsibilities with respect to:
- developing and implementing principles and systems for the management of corporate governance;
  - identifying qualified candidates and recommending nominees for Director and Board committee appointments; and
  - assessing the performance of the Board, its committees and Chairs, and individual Directors.

**2. COMPOSITION AND MEMBERSHIP**

- 2.1** The Committee shall include a majority of independent Directors within the meaning of applicable legal and regulatory standards, who will constitute the majority of members. All members of the Committee (the “Members”) should have skills and experience relevant to the mandate of the Committee.
- 2.2** The Board will appoint the Members and a Committee Chair (the “Chair”). The Members and Chair will hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee as necessary from time to time.
- 2.3** From time to time as deemed appropriate or necessary, the Committee may engage the services of independent counsel or other advisors if deemed necessary and have the authority to set the compensation for such advisors.
- 2.4** The Corporate Secretary of the Company (the “Secretary”) will be secretary of all meetings and will maintain minutes of all meetings and deliberations of the Committee. In the absence of the Secretary at any meeting, the Committee will appoint another person who may, but need not, be a Member of the Committee.

**3. MEETINGS**

- 3.1** Unless otherwise determined by Resolution of the Board, the Committee will meet at least once per year to perform its duties and responsibilities, at such times and places as determined by the Chair. Twenty-four (24) hours notice of each meeting will be given to Members orally, by telephone, by facsimile or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend all meetings either in person or by conference or video call.
- 3.2** The quorum for meetings of the Committee shall be a majority of its Members.
- 3.3** The Committee may engage the services of independent counsel or other advisors if deemed necessary, and have the authority to set the compensation for such advisors.
- 3.4** In addition, any two directors may call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such directors and may participate in such meeting to the extent permitted by the Committee.

#### 4. DUTIES AND RESPONSIBILITIES

4.1 The Committee shall report to the Board at regularly scheduled meetings on matters coming before the Committee, which may include but are not limited to matters arising from the following duties and responsibilities of the Committee:

- conduct a periodic review of the Company's corporate governance policies and annual disclosure of such, considering the current regulatory guidelines and rules and other information sources which the Committee deems appropriate;
- oversee and recommend periodic revisions of written mandates and terms of reference for the Board and for each of the committees of the Board, position descriptions of the Chair, CEO and committee Chairs, and the Company's Code of Ethics;
- review the composition and size of the Board and its committee structure, and the independence of the directors, and make recommendations to the Board for changes;
- identify qualified candidates, recommend and recruit new directors to the Board;
- recommend to the Board all nominees for election, appointment or re-election to the Board;
- oversee and recommend periodic revisions to the orientation and education program for new directors and to Directors' reference materials;
- perform periodic reviews, in the manner and to the extent the Committee deems appropriate and considering the suggestions of the directors, on the effectiveness of the performance of the Board as a whole, the committees of the Board, the Chair and the individual directors, identifying specific areas in which directors, the committees, and the Board's effectiveness may be enhanced;
- recommend to the Board the engagement of any outside expert by any director at the expense of the Company when appropriate and necessary for allowing the proper discharge of such director's duties and responsibilities;
- request from each director and review on an annual basis the boards and committees of the boards of public companies on which the directors serve to ensure that such service is consistent with the Company's conflict of interest standards;
- review related-party transactions to ensure that the Company's interests are protected and that they are appropriately disclosed, where required;
- establish guidelines for external corporate disclosures (other than those disclosures reviewed by the Audit Committee) to assess their accuracy, credibility and impact;
- review compliance with the Company's policies and periodically review and recommend changes to the policies; and
- undertake other assignments related to corporate governance that may be requested by the Board.

#### 5. ACCESS TO INFORMATION AND AUTHORITY

5.1 The Committee will be granted unrestricted access to all information regarding the Company and all directors, officers, employees, consultants and contractors will be directed to cooperate as requested by Members. The Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities.

**6. REVIEW OF MANDATE**

**6.1** The Committee will annually review and assess the adequacy of this Mandate and recommend any proposed changes to the Board for consideration.

**7. RESPONSIBILITIES OF THE COMMITTEE CHAIR**

**7.1** The Committee Chair is responsible for the management and effective performance of the Committee and provides leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. The Committee Chair's responsibilities include:

- working with the CEO and the Corporate Secretary to establish the frequency of Committee meetings and the agendas for meetings;
- presiding over Committee meetings;
- facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee; and
- taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

Original approval date: March 8, 2018

Approved by: Corporate Governance and Nominations Committee and Board of Directors

## FORWARD AGENDA - CORPORATE GOVERNANCE AND NOMINATIONS COMMITTEE

AGENDA ITEM	Q1	Q2	Q3	Q4
<b>CORPORATE GOVERNANCE</b>				
Monitor developments and best practices relating to corporate governance	√	√	√	√
Monitor activities of the Company's Corporate Disclosure Committee	√	√	√	√
Review Annual Information Form (if applicable), Management Proxy Circular and other disclosure documents (recommend to Board for approval)		√		
Review CGN Committee Mandate				√
Review the Company's policies regarding corporate values and standards of ethical conduct				√
Assess responsibilities of senior management / relationship between Board and CEO	√			
Review and recommend periodic revisions of written mandates and terms of reference for the Board and for each of the committees of the Board, position descriptions of the Chair, CEO and committee Chairs				√
<b>BOARD STRUCTURE, COMPOSITION AND PROCESS</b>				
Review composition/service on Board Committees (recommend to Board for approval)	√			
Assess changes in the role, composition and structure of the Board	√			
Review position description for the CEO and the Executive Chairman	√			
Matters relating to the Director selection process: <ul style="list-style-type: none"> <li>● Inventory and assessment of Board and Board member competencies, skills and qualities</li> <li>● Update lists of desired qualities for potential Board members and potential candidates</li> </ul>	√			
<b>BOARD EFFECTIVENESS</b>				
Conduct Board Performance Reviews and Committees and develop/implement action plan (as required)			√	
Board Member Independence and Conflict Evaluation				√
Review and recommend periodic revisions to the orientation and ongoing education program			√	