

Nominating and Governance Committee Terms of Reference

1. Mandate

Nominating and Election

The Committee is responsible for the preparation and advisement to the Board of a suitable slate of Board candidates for election by the shareholders of the Company and communicating the needs of the Board to the Chair of the Principals Group. The Committee may review the composition of the Board in consultation with the Chairman of the Board. It is also recognized that input may be forthcoming from the Chair of the Principals Group, as deemed appropriate by the Board.

The Committee is also responsible for selecting and bringing forward potential external candidates as required.

Board Governance

The Committee is responsible to review and outline the key processes, policies and practices by which the Board will ensure effectiveness, accountability, fairness and transparency with its stakeholders.

2. Reporting and Accountability

The Committee is responsible to and will report to the Board, presenting recommendations for the Board's consideration and approval as required or appropriate.

3. Composition of Committee

The Committee will be comprised entirely of shareholders, with members to include (but not limited to) the Committee Chair, and one other Board member (as a minimum), and one Committee appointed shareholder who does not intend to stand for election and is not a current Board member. Support from the Corporate Secretary and President when required.

4. Committee Member and Chair Appointments

The Committee Chair will be appointed at the first meeting of the Board following the annual meeting of Shareholders. After which time, the Chair will bring forward their recommended Committee to the Board for approval.

5. Committee Meetings

The Committee will meet quarterly if required, prior to the regularly scheduled Quarterly Board Meetings. Special Meetings can be called if required.

6. Quorum

A majority of Committee members, present in person, by video conference or by telephone will form a quorum.

7. Attendance at Meetings

Along with the Committee Members, the President is expected to be available to attend meetings or portions thereof as required or deemed appropriate.

8. Specific Duties

In carrying out its mandate, the Committee will act in an advisory capacity to the Board of Directors, preparing recommendations for the Board's consideration and approval of the following:

Nominating and Elections

- Responsible for a list of skill sets and attributes for evaluating candidates for the Board
- Meet with individual Shareholders and external candidates to assess interest and/or skills to assist in assembling the list of candidates
- Correspondence with shareholders, including the call for nominations from the Shareholders
- Review and finalize list of candidates to the ballot
- The committee member, who is the non-board member, will scrutinize the nominating and balloting process
- Preparation and distribution of the ballots for selection of the Directors
- An independent party will receive the ballots, and scrutinize the ballot count and report to the Corporate Secretary and Chair of the Nominating Committee.
- Responsible for reporting the election results to the Board and Shareholders
- Presentation by Motion, the slate of Directors for approval by the Shareholders at the Annual General Meeting
- The Committee shall, if necessary, recommend terms of Board Members
- Review the policy and procedures regarding the nomination process in support of the specific duties.

Board Governance

- Review, recommend and/or revise as necessary, the "Board of Director's Governance Manual", on a yearly basis to form part of the yearly Board Binders, which includes but is not limited to:
 - Roles, Responsibilities and Accountabilities
 - Board Committee's
 - Financial Management
 - Policies and Procedures
 - COMPANY Shareholding

- General Information
- Due Diligence in recommending focus and improvement to the Board through:
 - Reviewing all Board Policies and Procedures for relevance and consistency across the Board
 - Board Evaluations and subsequent recommendations to the Board for consideration, and future action

9. Miscellaneous

- The Committee may engage outside resources if deemed advisable.

Approved by the Board _____