

I. COMPENSATION, GOVERNANCE AND NOMINATING COMMITTEE MANDATE

A. Purpose: Responsibilities and Authority

The Compensation, Governance and Nominating Committee shall assist the Board in carrying out its responsibilities relating to stewardship and governance and shall have the following responsibilities and authority:

- (a) The Compensation, Governance and Nominating Committee shall recommend to the Board criteria for Board membership. In making its recommendation, the Compensation, Governance and Nominating Committee shall consider the competencies and skills that the Board, as a whole, should possess and the competencies and skills of each current director. The Compensation, Governance and Nominating Committee shall review with the Board, on an annual basis, the requisite skills and criteria for Board members as well as the composition and size of the Board as a whole in order to confirm that the Board has the requisite expertise, that its membership consists of persons with sufficiently diverse and independent backgrounds, and that its membership is an appropriate mix of executive and independent directors.
- (b) The Compensation, Governance and Nominating Committee shall identify and recommend to the Board individuals qualified to become Board members, consistent with criteria identified by the Committee and approved by the Board. The Compensation, Governance and Nominating Committee shall be responsible for recommending to the Board nominees for election or appointment as directors at any meeting of shareholders or to be appointed by the Board to fill any vacancies on the Board.
- (c) The Compensation, Governance and Nominating Committee shall manage Board succession planning by developing and annually updating its recommendations for a long-term plan for Board composition taking into consideration:
 - (i) the independence of each director;
 - (ii) the competencies, diversity and skills of the Board, as a whole;
 - (iii) the current strengths, skills and experience represented by each director, as well as each director's character and other qualities as they affect Board dynamics;
 - (iv) director tenure;
 - (v) the size of the Board, with a view to facilitating effective management oversight and decision-making;
 - (vi) the strategic direction of the Company; and
 - (vii) the proxy voting guidelines issued by shareholders and their advisors
- (d) The Compensation, Governance and Nominating Committee shall report to the Board from time to time about efforts to establish appropriate diversity on the Board.

- (e) The Compensation, Governance and Nominating Committee shall develop and implement a process to handle any nominees for director who are recommended by security holders.
- (f) The Compensation, Governance and Nominating Committee shall review, monitor and make recommendations to the Board regarding the orientation and continuing education of directors.
- (g) The Compensation, Governance and Nominating Committee shall recommend to the Board corporate governance and ethics principles and policies that are applicable to the Company.
- (h) The Compensation, Governance and Nominating Committee shall monitor legislation, regulatory policies and industry best practices pertaining to corporate governance and, from time to time as it deems appropriate, review and reassess the adequacy of the Company's corporate governance principles, policies and practices and recommend any proposed changes to the Board.
- (i) The Compensation, Governance and Nominating Committee shall consider questions of independence and possible conflicts of interest of directors and senior executives and make recommendations regarding such matters to the Board, including the criteria for determining director independence.
- (j) The Compensation, Governance and Nominating Committee shall, on an annual basis, recommend Board committee composition review and make recommendations to the Board concerning committee establishment, duties, functions, size and operation of Board committees, review the adequacy of committee mandates and make recommendations to the Board for any changes to such mandates.
- (k) The Compensation, Governance and Nominating Committee shall, on an annual basis, oversee the evaluation of the Board and its committees to determine whether the Board, its members and its committees are functioning effectively. The Compensation, Governance and Nominating Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and prepare an assessment of performance of the Board, its committees and directors for presentation and discussion with the Board.
- (l) The Compensation, Governance and Nominating Committee shall oversee the investigation of matters arising under the Code of Business Conduct and Ethics that are appropriately within its purview.
- (m) The Compensation, Governance and Nominating Committee shall consider and make recommendations to the Board in circumstances where a director tenders a resignation pursuant to the Company's Majority Vote Policy.
- (n) The Compensation, Governance and Nominating Committee shall be advised by management and monitor communications with shareholders regarding matters of corporate governance including, but not limited to director succession.
- (o) The Compensation, Governance and Nominating Committee shall recommend to the Board the form and amount of compensation to be paid by the Company to directors for



service on the Board and on Board committees. The Compensation, Governance and Nominating Committee shall review director compensation at least annually.

- (p) The Compensation, Governance and Nominating Committee shall annually review the Company's base compensation structure and the Company's incentive compensation, stock option and other equity-based compensation programs and recommend changes in or additions to such structure and plans to the Board as needed.
- (q) The Compensation, Governance and Nominating Committee shall recommend to the Board the annual base compensation of the Company's executive officers and senior managers (collectively the "Officers").
- (r) The Compensation, Governance and Nominating Committee shall recommend to the Board annual corporate goals and objectives under any incentive compensation plan adopted by the Company for Officers and recommend incentive compensation participation levels for Officers under any such incentive compensation plan. In determining the incentive component of compensation, the Compensation, Governance and Nominating Committee will consider the Company's performance and relative shareholder return, the values of similar incentives at comparable companies and the awards given in past years.
- (s) The Compensation, Governance and Nominating Committee shall evaluate the performance of Officers generally and in light of annual corporate goals and objectives under any incentive compensation plan.
- (t) The Compensation, Governance and Nominating Committee shall periodically review with the Chief Executive Officer his/her assessments of Officers and succession plans and make recommendations to the Board regarding appointment of Officers.
- (u) The Compensation, Governance and Nominating Committee shall administer the Company's stock option and other equity-based compensation plans and make recommendations to the Board to determine the grants of stock options and other equity-based compensation.
- (v) The Compensation, Governance and Nominating Committee shall oversee the preparation of reports relating to the Compensation, Governance and Nominating Committee required under applicable laws, regulations and stock exchange requirements.
- (w) The Compensation, Governance and Nominating Committee shall consider the Company's share ownership guidelines, if any, on an annual basis and recommend any changes to the Company's share ownership guidelines to the Board for approval. The Compensation, Governance and Nominating Committee shall also periodically review the shareholdings of Company Officers and Directors relative to any share ownership guidelines established by the Board.
- (x) The Chief Executive Officer of the Company shall not be present during any vote or other deliberation of the Compensation, Governance and Nominating Committee regarding the compensation or performance of the Chief Executive Officer

B. Structure and Membership

(a) Number

The Compensation, Governance and Nominating Committee shall consist of a maximum of four persons.

(b) Selection and Removal

Members of the Compensation, Governance and Nominating Committee shall be appointed by the Board. The Board may remove members of the Compensation, Governance and Nominating Committee from time to time at its discretion.

(c) Independence

All members of the Compensation, Governance and Nominating Committee shall be “independent” as determined under Section IV of the Company’s Corporate Governance Policies and Procedures Manual and the requirements of the stock exchanges and securities legislation under which the Company operates.

(d) Chair

The Compensation, Governance and Nominating Committee Chair shall be appointed by the Board.

(e) Compensation

Compensation of members of the Compensation, Governance and Nominating Committee and its chair shall be as determined by the Board.

(f) Term

Members of the Compensation, Governance and Nominating Committee shall be appointed for one-year terms. Each member shall serve until the annual shareholder meeting or until he or she is resigns or is removed from the Board or the Compensation, Governance and Nominating Committee.

C. Procedures and Administration

(a) Meetings

The Compensation, Governance and Nominating Committee shall meet at least twice annually and as it deems necessary in order to perform its duties and responsibilities. The Compensation, Governance and Nominating Committee shall keep minutes of its meetings and such other records as it deems appropriate.



(b) Delegation of Authority

The Compensation, Governance and Nominating Committee may form and delegate authority to one or more of its members, as it deems necessary or appropriate from time to time.

(c) Reports to the Board

The Compensation, Governance and Nominating Committee shall regularly report to the Board with respect to such matters as are relevant to the Compensation, Governance and Nominating Committee's discharge of its responsibilities and shall report in writing on request at the discretion or at the request of the Chair of the Board.

(d) Mandate

The Compensation, Governance and Nominating Committee shall, at least annually, review and reassess the adequacy of this mandate and recommend any proposed changes to the Board for approval.

(e) Investigations

The Compensation, Governance and Nominating Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it deems appropriate, including the authority to request any officer of the Company to meet with the Compensation, Governance and Nominating Committee.

(f) Annual Evaluations

The Compensation, Governance and Nominating Committee shall evaluate its own performance, and oversee the self-evaluation of the performance of all other committees of the Board, at least annually.

D. Additional Powers

(a) Independent Advisors

In consultation with the Chair of the Board, the Compensation, Governance and Nominating Committee has the authority, without further approval of the Board to:

- i) engage independent advisors (each, an "Independent Advisor") as it determines necessary to carry out its duties;
- ii) set and pay the compensation for any such Independent Advisor engaged by the Committee, funded by the Company;
- iii) communicate directly with Independent Advisors and personnel of the Company; and

- iv) have unrestricted access to personnel and documents of the Company relevant to performance of the Compensation, Governance and Nominating Committee's duties.

(b) Independence Criteria

Notwithstanding its authority to engage Independent Advisors, the Compensation, Governance and Nominating Committee may select an Independent Advisor to the Compensation, Governance and Nominating Committee only after taking into consideration, all factors relevant to that party's independence from management, including the following:

- i) the provision of other services to the Company by the person that employs the Independent Advisor;
- ii) the amount of fees received from the Company by the person that employs the Independent Advisor, as a percentage of the total revenue of the person that employs the Independent Advisor;
- iii) the policies and procedures of the person that employs the Independent Advisor that are designed to prevent conflicts of interest;
- iv) any business or personal relationship of the Independent Advisor with a member of the Compensation, Governance and Nominating Committee;
- v) any securities of the Company owned by the Independent Advisor; and
- vi) any business or personal relationship of the Independent Advisor or the person employing the Independent Advisor with an executive officer of the Company.

(c) Own Judgment

Notwithstanding the engagement of an Independent Advisor or the receipt of advice or recommendations from such an Independent Advisor, the Compensation, Governance and Nominating Committee:

- i) will in no way be obligated to implement or act consistently with the advice or recommendations of any Independent Advisor; and
- ii) will at all times exercise its own judgment in the fulfillment of the duties of the Compensation, Governance and Nominating Committee.

E. Additional Powers

The Compensation, Governance and Nominating Committee shall have such other duties as may be delegated from time to time by the Board.