

## **Nominating and Corporate Governance Committee Mandate**

The mandate of the Nominating and Corporate Governance Committee is:

- to be responsible for the recommendation of new nominees to the Board and in so doing it identifies, reviews the qualifications of, and interviews potential candidates for election to the Board based on the requirements of the Nominating and Corporate Governance Committee and the Board;
- monitor the Corporation's system of corporate governance, having regard to legal and regulatory requirements as well as current best practices, to report recommended actions to be taken by the Board, and more specifically to:
  - review as required the composition of the Board and its committees having regard to size, independence from management and the relevant experience and backgrounds of the members;
  - review as required the performance of the Board, individual directors and the Chairman;
  - review as required the mandates and performance of all Board committees having regard to their mandates;
  - review as required the corporate relationships of each director with a view to assessing their independence from management and the existence of any possible conflicts of interest;
  - recommend as required a slate of directors for election at the annual meeting of shareholders and in connection with that seek suggestions for new nominees and review such suggestions;
  - monitor compliance by the directors with the Corporation's Code of Business Conduct and investigate any infractions thereof; and
  - review the report on corporate governance to be included in the management information circular prepared for the annual meeting of shareholders.