

Chair of the Nominating and Corporate Governance Committee – Position Description

The Chair of the Nominating and Corporate Governance Committee of the Board of Directors is responsible for the effective functioning of the Nominating and Corporate Governance Committee.

The Chair of the Nominating and Corporate Governance Committee of the Board of Directors shall be appointed by the Board of Directors to commence following the termination of the annual meeting of shareholders each year (provided that, if there is a vacancy in such office, the members of the Nominating and Corporate Governance Committee shall appoint one of its members to fill the vacancy until such time as it is filled by the Board of Directors).

The Chair of the Nominating and Corporate Governance Committee of the Board of Directors shall, operating within the Committee's mandate:

1. Provide leadership to foster the effectiveness of the Committee.
2. Establish procedures to govern the Committee's work and ensure the Committee's full discharge of its duties in accordance with its mandate, including:
 - Collaborating with the CEO and other members of management, where appropriate, to develop the agenda for Committee meetings;
 - Providing appropriate information from management to enable the Committee to exercise their accountabilities;
 - Arranging that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
 - Arranging for a proper flow of information to the Committee and reviewing adequacy and timing of documentary materials in support of management's proposals;
 - Taking appropriate steps with a view to ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent as appropriate or required;
 - Arrange for the Committee to have access to such members of senior management as may be required by the Board; and
 - Working with the CEO to ensure that the Committee is otherwise provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the CEO any issues that are preventing the Committee from being able to carry out its responsibilities.
3. Reviewing the mandate for the Committee from time to time and assist in making recommendations as appropriate for amendments to the mandate.
4. Providing for an appropriate system to be in place to evaluate the performance of the Committee.
5. Chair every meeting of the Committee and encourage free and open discussion, stimulate debate and provide adequate time for discussion of issues at each meeting of the Committee.
6. Report to the Board of Directors on behalf of the Committee.
7. Maintaining an effective relationship between the Board of Directors and the Committee.

8. Attend every meeting of shareholders and respond to such questions from shareholders as may be put to the Chair of the Nominating and Corporate Governance Committee.
9. Carry out other duties as requested by the Board, depending on need and circumstances, subject to and in accordance with the Committee's mandate and applicable law.