

**TERMS OF REFERENCE  
OF THE CORPORATE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS**

**Philosophy**

- The Company's Board of Directors and senior management consider good corporate governance to be central to the effective and efficient operation of the Company.
- The Company's approach to corporate governance should address not only all of the issues identified by the Toronto Stock Exchange Corporate Governance Guidelines and the Combined Code of the London Stock Exchange (collectively the "Exchange Guidelines") but should address additional issues as they arise by virtue of the operations and growth of the Company itself or as being emerging, progressive issues of corporate governance.

**Composition**

- The Committee will be comprised of no less than three outside directors of the company, who are independent of the management of the Company, not employed by the Company, and are free of any relationship that would interfere with their exercise of independent judgment as a committee member.
- The Board will appoint the committee annually, for a one year term.
- The length of term to be served by directors on the Committee will be determined by the Board of Directors of the Company (the "Board"), giving consideration to the benefits of periodic rotation of committee membership.
- One of the members will be appointed chairman of the Committee by the Board.
- A Secretary to the Committee will be appointed by the Chairman of the Committee. The Secretary of the Committee may or may not be a member of the Committee.
- The Committee may periodically ask appropriately qualified persons (who may include persons from management of the Company) to act as ex-officio, non-voting participants in meetings of the Committee.
- With the approval of the Board, the Committee may retain persons having special expertise to assist the Committee in fulfilling its responsibilities.

## **Responsibilities**

- Preparing the Company's response to the Exchange Guidelines when required, and explaining to required or appropriate parties any differences between the Company's governance system and policies and the recommended governance in the Exchange Guidelines.
- Developing and monitoring the Company's general approach to corporate governance issues as they may arise.
- Proposing changes as necessary from time to time to respond to particular governance recommendations or guidelines from regulatory authorities and ensuring that all appropriate or necessary governance systems remain in place and are periodically reviewed for effectiveness.
- Ensuring that all members of the Board of Directors have been informed of and are aware of their duties and responsibilities as a Director of the Company.
- Ensuring that the Company has in effect adequate policies and procedures to allow the Company to meet all of its continuous disclosure requirements.
- Ensuring that the Company has in effect adequate policies and procedures to identify and manage the principal risks of the Company's business.
- Reviewing annually the strategic planning process of the Company.
- Reviewing annually the practices of the Board of Directors relating to the issuance of securities.
- Developing and monitoring the Company's policies relating to trading in securities of the Company by insiders, corporate disclosure and confidentiality.
- Ensuring the Board of Directors annually reviews organizational structure and succession planning matters including the monitoring of senior management.
- Annually reviewing areas of potential personal liability of Directors and ensuring reasonable protective measures are in place.
- Causing the Board of Directors to annually review its definition of an "unrelated" Director. An "unrelated" director is a director who is independent of the Company's management and is free from any interest in any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with a view to the Company's best interests, other than interests and relationships arising from shareholdings.
- Annually reviewing the mandate of the CEO.
- Periodically considering the need for special policies of the Company, initiated by the Board of Directors, in unique or emerging policy areas such as corporate ethics, gender equality, or environmental practices.

## **Meetings**

- The Committee will meet at least two times per year. Meetings may be by telephone conference call if this is deemed appropriate. The meetings will be scheduled to permit timely consideration of topics or responsibilities. Additional meetings may be held as deemed necessary by the Chairman of the Committee, or as required by any member of the Committee.

## **Reporting**

- The minutes of all meetings of the Committee, signed by the Chairman of the Committee, will be provided to the Board of Directors. Oral reports on recent matters not yet minuted will be provided to the Board of Directors by the Chairman.
- Supporting schedules and information reviewed by the Committee will be available for examination by any director upon request to the Chairman of the Committee.