

NOMINATIONS COMMITTEE CHARTER

1. Purpose

The Board of Directors has established a Nominations Committee whose primary purpose is to seek and nominate qualified candidates for election or appointment to the Board who have a diverse range of expertise, experience, skills and backgrounds. The Committee shall also be responsible for leading the annual review of the performance of the Board and manage related programs to orient new directors, provide them with continuing education opportunities and generally monitor their contribution to the achievement of the overall goals set for the Company from time to time.

2. Composition

The Committee shall be comprised of not less than three members as shall be determined by the Board. Each member shall be elected from among the independent directors to hold office for the ensuing year or until their successors are elected or appointed. Committee members may be removed at anytime by the Board of Directors.

Each Committee member shall be independent according to the standards established by the Board of Directors and all applicable corporate and securities legislation and stock exchange standards. The Chair of the Committee shall be appointed by ordinary resolution of the Board.

3. Role of the Chair

In addition to the duties and responsibilities assigned to members of the Committee, the Chair is responsible for providing overall leadership to enhance the effectiveness of the Committee and manage the work assigned to it. In particular, the Chair shall have the following specific duties:

- oversee the management of the activities of the Nominations Committee ;
- preside over the meetings of the Committee and encourage free and open discussions in all of its activities;
- schedule and settle the agenda for Committee meetings with input from other Committee members, the Chair of the Board of Directors and management as appropriate and otherwise ensure that the members are properly informed and that sufficient and timely advance distribution of all information and materials is provided to them to form appropriate judgments and make all necessary decisions;
- communicate with members of the Committee between meetings and administer the assigned performance management programs for directors;
- liaise with the Board of Directors and senior managers and provide timely reports to them of Committee activities.

4. Meetings

A majority of the regular members of the Committee shall constitute a quorum. All determinations shall be made by an ordinary resolution of the majority of its members present at a meeting duly called and held. All Committee members are expected to attend each meeting, whether in person, teleconference or other electronic method approved by the Committee. Any decision or determination of the Committee that is reduced to writing and signed

by all the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

The Committee may invite such officers, directors and employees of the Company as it may see fit from time to time to attend meetings of the Committee and assist in the discussions and determinations being considered.

The time and place where the meetings of the Committee shall be held and the calling of meetings and the procedure in all things at such meetings shall be determined by the Chair of the Committee. Following a Committee meeting, the Committee Chair shall report on the deliberations and decisions of the Committee to the Board of Directors at the next meeting of the Board. The Committee shall keep and approve minutes of its meetings in which shall be recorded all action taken by it, which minutes shall be available as soon as possible to the Board of Directors and deposited in the Company records.

5. **Duties and Responsibilities**

The Committee is generally responsible for identifying individuals qualified to become new board members but shall also administer such programs as may be established by the Board of Directors relating to the assessment of its performance. More specifically, the duties and responsibilities of the Nominations Committee are:

Recruitment

- (1) review each year the composition of the Board and general and specific criteria applicable to candidates to be considered for nomination to the Board. The objective of this review shall be to maintain the composition of the Board in a way which provides the best mix of skills and experience to guide the long term strategy and ongoing business operations of the Company. This review will also take into account the desirability of maintaining a reasonable diversity of personal characteristics such as age, gender, geographic origin etc. among the directors, while at the same time maintaining common characteristics such as personal integrity, good judgment, high ethics and standards, outstanding ability in their individual fields of expertise and a willingness to devote necessary time to Board matters;
- (2) in consultation with the Board of Directors and the CEO and, on an ongoing basis, maintain a database of potential candidates. All directors are actively encouraged to identify potential candidates and provide their names and such supporting materials as appropriate to the Committee;
- (3) implement a procedure to identify, with as much advance notice as practicable, impending vacancies on the Board of Directors, so as to allow sufficient time for recruitment and for introduction of proposed nominees to the existing Board of Directors;
- (4) develop a list of qualified candidates and arrange for each candidate to meet with the Committee, the Chair of the Board of Directors and the CEO;
- (5) recommend to the Board of Directors as a whole, proposed nominee(s) for the next annual general meeting of the shareholders and arrange for their introduction to as many members of the Board of Directors as practicable.

Quality Controls

- (1) administer all programs established by the Board of Directors relating to the management of the performance of the Board, including but not limited to:

Orientation and continuing education. All new directors shall be provided with a Directors Manual which shall include copies of the following documents and such others as may be considered appropriate:

- welcoming memorandum
- biographical sketches of all directors and senior executive officers
- certificate of incorporation of the Company
- articles of association or by-laws
- mandate of the Board of Directors
- charters of all committees
- code of business conduct and ethics

The Chair of the Board of Directors shall meet with all new directors prior to their first scheduled meeting of the Board following their election to explain the role and processes of the Board and its committees, the nature of the business and corporate culture, the strategic plan, the expectations placed on individual directors including the commitment of time and personal resources and answer any questions he or she may have.

Ongoing continuing education opportunities shall be provided through a corporate membership in the Institute of Corporate Directors. The ICD provides an accredited director's education program, short courses dealing with matters of topical interest and video learning opportunities with qualified instructors and full access to their resource centre.

Assessment. The Committee shall adopt and maintain an evaluation process to provide directors with an opportunity each year to conduct a discrete assessment of how the Board of Directors is functioning and make suggestions for improvement. The process focuses on Board and Board Committee performance and not executive management. This is done through a relatively comprehensive questionnaire that has been prepared by the ICD.

The Committee has the responsibility to manage the process and to assess individual directors. It distributes the questionnaire to the directors and may have discussions with them on matters of clarification or interpretation. The responses are made on a confidential basis to ensure validity to the extent possible. The Chair of the Committee summarizes the results and develops a written report in which he or she provides an analysis with recommendations for changes. The report is then submitted to the full Board for its consideration.

Term limits and renewal. Directors shall serve for a limited term of one year subject to being re-elected at each annual general meeting. The Company has not adopted any limit on re-election because it is currently in the early stages of development where continuity is considered to be particularly important.

However, the Company has elected to adopt performance management as an appropriate mechanism for Board renewal. By undertaking regular assessments of Directors, the Board will be able to identify areas for development and/or under-performance and recognize any new skills and

competencies that may be required. This means a regular assessment of the skill sets had by the Directors measured against those required to meet the established strategic direction and goals of the Company. The skills and qualities the Board determines it needs are the primary input elements of its performance management and succession planning processes, including the recruitment of new and/or replacement of directors.

Diversity. The Company accepts that significant value can be derived from a board of directors that is diversified to reflect the community in which it operates. Diversity promotes the inclusion of different perspectives. A diversified Board makes prudent business sense and promotes better corporate governance.

The Company shall maintain a Board of talented and dedicated directors with a diverse range of expertise, experience, skills and backgrounds. Diversity includes but is not limited to business experience, geography, age, gender and ethnicity. In particular, it should involve an appropriate number of female directors who meet the recruitment standards and goals of the Board. When assessing Board composition, the Company will consider candidates on merit against objective criteria without discrimination of any kind based on gender.

The Board or a committee of the Board shall review this policy no less than annually and assess its effectiveness in promoting a diverse Board, which includes an appropriate number of women directors.

(2) such other duties as may be delegated to the Committee by the Board of Directors from time to time.

6. **Resources**

The Committee shall be provided with the resources and authority necessary to discharge its duties and responsibilities. In appropriate circumstances and with the consent of the Chair of the Board of Directors, it shall have the authority to engage and obtain advice and assistance from advisors or other consultants, particularly but not limited to recruitment, and determine the terms of their engagement which may include delegation to subcommittees or individual members of the Committee when it deems it to be appropriate.