

## **HUMAN RESOURCES AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

The mandate of the Human Resources and Corporate Governance Committee (“the Committee”) is to assume the responsibility for developing the Company’s approach to matters of corporate governance and to review and make recommendations to the Board of Directors (“the Board”) as to all such matters.

In addition, the Committee assumes responsibility for making recommendations to the Board on all matters relating to the compensation of directors, members of the various committees of the Board, the Chairman of the Board, officers and employees of the Company, as more specifically delineated in the responsibilities of the Committee set forth below.

### **• STRUCTURE AND ORGANIZATION**

1. The Committee will be composed solely of Directors who are independent of the management of the Company and are free of any relationship that, in the opinion of the Board, may interfere with their exercise of independent judgment as a committee member, all in accordance with applicable securities law and stock exchange requirements.
2. The membership of the Committee will consist of at least three independent members of the Board. Committee members and the Committee Chairman shall be designated by the Board.
3. The Committee shall meet at least once per year or more frequently as circumstances require. The Committee may ask members of management or others to attend the meetings and provide pertinent information as necessary. The required quorum is two out of three members, or three out of four members, depending on the number of members on the Committee at the time of the meeting.
4. The Committee has the authority to investigate any matter brought to its attention and to retain outside counsel for this purpose if, in its judgment, that is appropriate.

### **• GENERAL RESPONSIBILITIES**

The responsibilities of the Committee generally include, but are not limited to, the following.

1. Annually reviewing the charters of the committees of the Board and after consulting with the members of each respective committee, recommending to the Board such amendments to those charters as the Committee believes are necessary or desirable;
2. Reviewing the size, composition and profile of the Board taking into account age, geographical representation, disciplines and other issues it considers appropriate;
3. Reviewing and proposing to the Board criteria for selecting new directors;

4. Recommending to the Board suitable candidates for election to the Board by the shareholders;
5. Annually reviewing the existence of any relationships between each Director and the Company in order to determine whether the majority of Directors are independent and unrelated to the Company and, where any relationship exists, whether the Director is acting appropriately;
6. Assisting the Lead Director in carrying out his responsibilities, including without limitation:
  - that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between the Board and management responsibilities are clearly understood and respected using the Board Approval Policy;
  - that the Board works as a cohesive team and providing the leadership essential to achieve this;
  - that the resources available to the Board (in particular timely and relevant information) are adequate to support its work; and
  - recommending procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings.
7. Supervising and evaluating the Company's securities compliance procedures and reporting to the Board on the necessary changes to such procedures and on the adoption of any additional procedures;
8. Considering and, if thought fit, approving requests from Directors or committees of Directors for the engagement of special advisors from time to time;
9. Monitoring and evaluating the performance of the Corporate officers;
10. Annually reviewing and making recommendations to the Board with respect to the Company's compensation and benefit programs for the President and Chief Executive Officer and other senior management of the Company including base salaries, bonuses or other performance incentives, stock options and/or restricted share rights;
11. Reviewing and making recommendations to the Board with respect to the implementation or variation of stock option plans, restricted share rights plans, share purchase plans, compensation and incentive plans and retirement plans. Further, the Committee will ensure proper administration of the Company's existing share incentive plan, including making recommendations with respect to the granting of options or restricted share rights;
12. The Committee will provide an annual report on executive compensation to the shareholders of the Company in the Management Information Circular prepared for the annual general meeting of the shareholders;
13. Developing and recommending to the Board a set of corporate governance principles applicable to the Company, reviewing those principles at least once a year and

monitoring disclosure of such principles;

14. In the event of a vacancy in the offices of the Chairman of the Board or the President and Chief Executive Officer, reviewing and recommending to the Board a nomination for appointment;
15. Reviewing Board and Chairman effectiveness including time commitments, conflicts of interest and continuing qualifications of Board Members;
16. Preparing and reviewing with the Board an annual performance evaluation of its Members and its Committees, comparing performance with requirements of the respective Charters. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate;
17. Making recommendations to the Board on Director compensation;
18. To recommend limits on management's authority to act without explicit Board approval;
19. To review periodically the Chief Executive Officer's proposals for changes in the Company's overall management organizational structure;
20. To make recommendations to the Board on annual appointments of Company officers (if any);
21. To make recommendations to the Board with respect to any severance or similar termination payments proposed to be made to senior executive officers of the Company;
22. To make recommendations to the Board on Director compensation;
23. To retain and replace any independent firm to advise on executive compensation, including fixing such firm's fees and terms of retention; and
24. Carrying out any other duties or responsibilities expressly delegated to the Committee by the Board.