



NOMINATING, CORPORATE GOVERNANCE AND RISK COMMITTEE OF THE BOARD OF DIRECTORS MANDATE

PURPOSE

The primary purpose of the nominating, corporate governance and risk committee (the “committee”) of the board of directors (“board”) is to assist the board in fulfilling its oversight responsibilities by (a) developing and recommending to the board a set of corporate governance principles applicable to the corporation, (b) identifying and recommending qualified individuals as members of the board and its committees, (c) assessing the effectiveness of the board and committees, and (d) overseeing the risk program.

COMPOSITION

The board shall appoint annually, from among its members, the committee and its chair. The committee shall consist of at least three members and shall not include any director employed by the corporation.

Each committee member shall be independent pursuant to standards for independence adopted by the board.

All members of the committee shall have an understanding of corporate governance practices.

MEETINGS

The committee will meet as many times as the committee considers necessary to carry out its duties effectively.

A majority of the members of the committee shall constitute a quorum. No business may be transacted by the committee except at a meeting of its members at which a quorum of the committee is present.

The committee may invite such officers, directors and employees of the corporation as it may see fit, from time to time to attend at meetings of the committee and assist thereat in the discussion and consideration of any matter.

A meeting of the committee may be convened by the Chair or any other member of the committee. The secretary, who shall be appointed by the committee, shall, upon the direction of any of the foregoing, arrange a meeting of the committee. The committee shall report to the board in a timely manner with respect to each of its meetings held.

DUTIES AND RESPONSIBILITIES

1. The following responsibilities of the board are delegated to the committee with the duty to report and make recommendations to the board with respect thereto:
 - (a) the consideration of the appropriate size and composition of the board;

- (b) the establishment of qualifications for members of the board, with a view to the independence and expertise required for effective governance and satisfaction of applicable regulatory requirements, and of procedures for identifying possible candidates who meet the criteria adopted;
- (c) the maintenance of a matrix of director talents and board requirements in order to identify skill gaps on the board;
- (d) the selection of nominees for election or appointment to the board to fill board vacancies;
- (e) ensure the number and composition of the committees of the board are regularly considered and the mandates of each committee are regularly reviewed and updated as considered appropriate;
- (f) the appointment of members to committees of the board and the selection of the chair of each committee;
- (g) the establishment and implementation of procedures to review the contribution of individual directors and the effectiveness of the board and its committees, including ensuring completion of the annual directors' questionnaire and the dissemination of its results to the board;
- (h) ensure management develops an orientation and education program for new members of the board and an education program for all members of the board, and make recommendations to the board respecting programs for orientation and education;
- (i) the corporation's approach to corporate governance issues, including: (1) the relationship of the board to management; (2) developing and recommending to the board a set of corporate governance principles applicable to the corporation, and to review those principles at least once a year; and (3) ensuring that the corporation has adequate structures and procedures in place to permit the board to effectively discharge its duties and responsibilities;
- (j) review any potential conflicts of interest involving a director for the purpose of determining independence and whether such conflict limits or impairs the role of the director, make recommendations to the board respecting directors for nomination and election, and review the definition of independent director and related definitions to assist in making determinations as to the independence of directors;
- (k) review of the terms of reference of the chief executive officer and the chair of the corporation;
- (l) oversight of the risk program, including:
 - (i) the policies and processes for managing the risks of the corporation, and make recommendations to the board respecting policies for risk program oversight;

- (ii) the risk profile and risk tolerance associated with the corporation's strategy and corporate objectives;
 - (iii) management's strategies for the management and mitigation of the corporation's key risks; and
 - (iv) the process for communicating information about risk to the board for decision making;
 - (m) oversee management's mitigation of material risks within the committee's mandate, and as otherwise assigned by this committee, and to allocate to board committees the oversight of management's mitigation of those material risks that are not otherwise within a board committee's mandate;
 - (n) oversee the process for political donations and ensure that they conform with the policies and budgets approved by the board, and approve political donations pursuant to the corporation's political donations policy; and
 - (o) undertake such other tasks as may be directed to it from time to time by the board.
2. The board delegates to the committee the responsibility to approve of individual directors engaging outside advisors at the expense of the corporation in appropriate circumstances.

ORGANIZATIONAL MATTERS

3. The procedures governing the committee shall, except as otherwise provided for herein, be those applicable to the board committees as set forth in Part 7 of the General Bylaws of the corporation.
4. The members and the chair of the committee shall be entitled to receive remuneration for acting in such capacity as the board may from time to time determine.
5. The committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of special or independent counsel or other experts or consultants, as it considers appropriate, without seeking approval of the board or management. With respect to consultants or search committees used to identify director candidates, this authority shall be solely vested in the committee.
6. Any member of the committee may be removed or replaced at any time by the board and shall cease to be a member of the committee upon ceasing to be a director. The board may fill vacancies on the committee by appointment from among its members. If and whenever a vacancy shall exist on the committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the foregoing, each member of the committee shall remain as such until the next annual meeting of shareholders after that member's election.
7. The committee shall annually review and assess the adequacy of its mandate and recommend any proposed changes to the board for approval.

8. The committee shall participate in an annual performance evaluation, the results of which will be reviewed by the board.
9. The committee shall perform any other activities consistent with this mandate, the corporation's governing laws and the regulations of stock exchanges, as the committee or the board considers necessary or appropriate.