

Nominating and Governance Committee Chair - Mandate

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

The Chair of the Nominating and Governance Committee of the Board of Directors shall be appointed by the Board of Directors for a one year term at the first meeting of the Board of Directors following the annual meeting of **shareholders** each year (provided if there is a vacancy in such office, the members of the Nominating and 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 Governance Committee of the Board of Directors (the "Committee") shall:

1. Establish procedures to govern the Committee's work and ensure the Committee's full discharge of its duties, including:
 - Collaborating with the CEO and other members of management, where appropriate, to develop the agenda for Committee meetings;
 - Obtaining appropriate information from management to enable the Committee to exercise their duties;
 - Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
 - Ensuring proper flow of information to the Committee and reviewing adequacy and timing of required documentary materials; and
 - Ensuring that the Committee has access to such members of senior management as may be required.
2. Chair every meeting of the Committee and encourage a free and open discussion at meetings.
3. Report to the Board of Directors on behalf of the Committee.
4. Attend every meeting of **shareholders** and respond to such questions from **shareholders** as may be put to the Chair of the Nominating and Governance Committee.

Carry out other duties as requested by the Board, depending on need and circumstances.

Dated: April 11, 2019

Approved by: Nominating and Governance Committee
Board of Directors