



Approved as amended by the Board of Directors on March 9, 2016

**CORPORATE GOVERNANCE and NOMINATING COMMITTEE
TERMS OF REFERENCE/MANDATE**

Corporate Governance and Nominating Committee

1. The Corporate Governance and Nominating Committee (the "Committee") has the responsibility in general for developing and monitoring the Corporation's approach to corporate governance issues, and without limiting the generality of the foregoing, shall be responsible for the following specific matters:
 - (i) the Corporation's response to applicable rules, policies and guidelines respecting corporate governance matters;
 - (ii) assessing the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual directors on a periodic basis, which will include monitoring the quality of the relationship between management and the Board and recommending any improvements, if necessary. This assessment will consider, in the case of the Board or a committee of the Board, its mandate or charter and, in the case of individual directors, the applicable position description as well as the competencies and skills each individual director is expected to bring to the Board;
 - (iii) ensuring that, where necessary, appropriate structures and procedures are in place to ensure that the Board can function independently of management and to facilitate open and candid discussion among its independent directors, including, without limitation, that a lead director is appointed if the Committee determines that such appointment would facilitate the independent function of the Board;
 - (iv) preparing or reviewing any disclosure that must be made or approved by the Board that relates to corporate governance matters;
 - (v) periodically examining the size of the Board, with a view to determining the impact of the number of directors upon effectiveness, and making recommendations where appropriate to the Board as to any programs the Committee determines to be appropriate to reduce or increase the number of directors to a number which facilitates more effective decision making;
 - (vi) identifying individuals qualified to become new Board members and recommending to the Board the director nominees for the next annual meeting of shareholders;
 - (vii) assessing directors on an ongoing basis;
 - (viii) developing, with the assistance of management, an orientation and education program for new recruits to the Board, where necessary; and
 - (ix) considering questions as to the appropriateness of a director engaging an outside advisor at the expense of the Corporation in the circumstances required by applicable policies of the Board.

2. In making its recommendations for nominees for director, the Committee will consider and advise the Board as to:
 - (i) the competencies and skills that the Committee considers to be necessary for the Board, as a whole, to possess;
 - (ii) the competencies and skills that the Committee considers each existing director to possess; and
 - (iii) the competencies and skills each new nominee will bring to the Board.

The Committee will also consider and advise the Board whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

3. Recommendation regarding Lead Director

If the Committee determines that determines that the appointment of a Lead Director would facilitate the independent function of the Board, then the Committee shall identify and recommend to the Chairman of the Board an individual director who qualifies as “independent” directors within the meaning of National Policy 58-201 to serve as Lead Director until the next annual meeting, or until he or she is removed by the Board of Directors or until his or her successor is earlier appointed, or until he or she ceases to be a director of the Corporation.

4. Recommendation of Directors to Serve as Committee Members

The Committee shall identify and recommend to the Board individual directors to serve as members of the Audit Committee, the Compensation Committee, the Environment, Health & Safety Committee, as well as the Corporate Governance & Nominating Committee itself.

5. The Committee shall meet as frequently as necessary in order to fulfill the responsibilities described above, and in any event at least twice annually and shall provide a report of any meeting to the Board at the next Board meeting.
6. The members of the Committee shall be appointed by the Board from its members from time to time, provided that the Committee shall have up to three members, at least two of whom shall be Canadian residents, and all of whom shall be “independent” directors within the meaning of National Policy 58-201.
7. A quorum for the Committee shall be two members, both of which must be Canadian residents.

8. Term of Committee Members

The members of the Committee shall be appointed annually at the time of each annual meeting of shareholders, and shall hold office until the next annual meeting, or until they are removed by the Board of Directors or until their successors are earlier appointed, or until they cease to be directors of the Corporation.

9. Vacancies

Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board of Directors, and shall be filled by the Board of Directors if the membership of the Committee is fewer than two directors. The Board of Directors may remove and replace any member of the Committee.

10. Committee Chair

The Committee shall appoint a Chair (the “**Chair**”) for the Committee. The Chair may be removed and replaced by the Committee members.

11. Absence of Chair

If the Chair is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.

12. Secretary of Committee

At the start of each meeting, the Committee shall appoint a secretary who need not be a director of the Corporation for the purposes of recording the minutes of the meeting.

13. Special Meetings

The Chair, any two members of the Committee or the Chief Executive Officer of the Corporation may call a special meeting of the Committee.

14. Notice of Meetings

Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 48 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

15. Agenda

The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board of Directors and management of the Corporation. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.

16. Delegation

The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.

17. Attendance of Officers at a Meeting

At the invitation of the Chair, one or more officers or employees of the Corporation may, and if required by the Committee shall, attend a meeting of the Committee.

18. Procedure, Records and Reporting

The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board of Directors when the Committee may deem appropriate (but not later than the next meeting of the Board of Directors).

19. The Committee has the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.

20. Any director may, with the prior approval of the Chairman of the Board, engage an outside advisor at the reasonable expense of the Corporation in circumstances where such director and the Chairman of the Board determine that it is appropriate in order for such director to fulfill his or her responsibilities as director, provided that the advice sought cannot properly be provided through the Corporation's management or through the Corporation's advisors in the normal course. If the Chairman of the Board is not available in the circumstances, or determines that it is not appropriate for such director to so engage outside counsel, the director may appeal the matter to the Corporate Governance and Nominating Committee, whose determination shall be final.

21. On at least an annual basis, the Committee shall review and assess the adequacy of this mandate and recommend any proposed changes to the Board of Directors.