



(the “Company”)

CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

Purpose

The Corporate Governance and Nominating Committee (the “CG&N Committee”), under the supervision of the Board of Directors of the Company (the “Board”), has overall responsibility for developing the Company’s approach to corporate governance including keeping informed of legal requirements and trends regarding corporate governance, monitoring and assessing the functioning of the Board and committees of the Board, and for developing, implementing and monitoring good corporate governance practices. The CG&N Committee is also responsible for identifying and recommending to the Board individuals qualified to become new board members.

Responsibilities and Authority

Subject to the powers and duties of the Board, the Board has delegated to the CG&N Committee the following powers and duties to be performed by the CG&N Committee on behalf of and for the Board. Nothing in this Charter is intended to or does confer on any member a higher standard of care or diligence than that which applies to the directors as a whole.

Corporate Governance Processes

The CG&N Committee, as appropriate:

1. recommends and brings forward to the Board, the Chair of the Board and/or the CEO, as appropriate, corporate governance issues for review, discussion or action by the Board, a committee, and/or management, and undertakes such other initiatives as are necessary or desirable to provide effective corporate governance for the Company;
2. acts as the principal sounding board for the directors and the CEO with respect to governance issues;
3. develops the Company’s approach to corporate governance issues and ensures that governance of the Company is implemented in compliance with the policies of the Company and applicable law;
4. reviews the Company’s policies and any breaches thereto and makes recommendations as required;
5. assesses the availability, relevance and timeliness of information required by the Board;

6. reviews the sufficiency of director and officer indemnification, general liability insurance policies and/or D&O insurance policies; and
7. ensures that all disclosure requirements concerning the Company's corporate governance are observed.

Nomination Process

In order to recommend to the Board the new director nominees, the CG&N Committee will:

1. assist the Board in determining the appropriate size of the Board, the necessary competencies and skills of the Board as a whole, and the competencies and skills of each existing director;
2. identify individuals qualified to become new board members and recommend new director nominees, with consideration of the following:
 - (a) the competencies and skills that the Board considers to be necessary for the Board as a whole to possess;
 - (b) the competencies and skills that the Board considers to be necessary each existing or proposed director to possess; and
3. consider whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member.

The CG&N Committee may have such other powers and duties as are delegated to it by the Board from time to time. The CG&N Committee may, at the request of the Board or on its own initiative, investigate relevant matters as it considers necessary or appropriate in the circumstances and is authorized to engage and compensate any outside advisors that it determines to be necessary to permit it to carry out its duties.

Composition

The CG&N Committee is composed of Board members, a majority of whom are independent and all of whom have relevant skills and/or experience in the CG&N Committee's areas of responsibility as required by the securities laws applicable to the Company, including those of any stock exchange on which the Company's securities are traded.

The members and Chair of the CG&N Committee are appointed or confirmed by the Board annually and hold office at the pleasure of the Board. The Board fills any vacancy on, or any additional members to, the CG&N Committee.

Structure and Operations

1. The CG&N Committee shall meet in person or by conference call as frequently as necessary to carry out its responsibilities under this Charter, but in any event at least once per year.
2. With the assistance of the Corporate Secretary of the Company, the CG&N Committee Chair shall be responsible for calling the meetings of the CG&N Committee, establishing meeting agenda (with input from management as applicable), and supervising the conduct of the meetings.

3. The minutes of all meetings shall be recorded by the Corporate Secretary of the Company or such other person as appointed by the CG&N Committee Chair.
4. A majority of the members of the CG&N Committee will constitute a quorum for conducting business at a meeting of the CG&N Committee.
5. The CG&N Committee may request any officer or other employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the CG&N Committee.

Effective Date

This Charter was implemented by the Board on October 22, 2014.