

Corporate Governance Charter

A. Corporate Governance Charter Purpose

The purpose of the Corporate Governance Charter is to provide the Board of Directors of the Company with guidance in the discharge of their duty to oversee the affairs of the Company for the benefit of the shareholders. The Corporate Governance Charter has been approved by the Board, and pursuant to this Charter the Board has designated committees to be appointed by the Board to assist the Board in fulfilling its oversight responsibilities. The Board is responsible for:

- Adoption of a strategic planning process
- Identification of the principal business risks and assessing risk management
- Succession planning
- Communications
- Internal controls and management systems

It is appropriate that certain of these functions be delegated to committees, as set out in this Charter.

B. Nominating Committee

1. The Board of Directors will appoint a Nominating Committee. The Nominating Committee has the mandate to:
 - Identify individuals qualified to become Board members
 - Recommend candidates to fill Board vacancies and newly created Director positions
 - Assess the effectiveness of the Board as a whole and individual Board members
 - Provide an orientation program for new recruits to the Board, and provide education to all Board members
 - Recommend the composition of Committees of the Board
2. The Nominating Committee will be comprised of no fewer than three members as appointed by the Board of Directors, upon recommendation of the Committee. The members will consist of the Chairman, plus two unrelated directors.
3. Each Nominating Committee member will serve at the pleasure of the Board for such term as the Board may decide or until the Committee member is no longer a Board member.
4. The Committee will meet in person or by telephone as frequently as necessary to carry out its responsibilities under this Charter, but in no event less than once per year.



5. The Committee Chair will be selected from among the Committee members, and will be responsible for calling the meetings of the Committee, establishing meeting agenda with input from management, and supervising the conduct of the meetings.
6. A majority of the number of the appointed Committee members will constitute a quorum for conducting business at a meeting of the Committee.
7. The 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 meetings or to meet with any members or representatives of the Committee.
8. In recommending candidates to the Board or committees of the Board, the Nominating Committee shall consider such factors as it deems appropriate, including potential conflicts of interest, professional experience, personal character, diversity, outside commitments (including service on other boards or committees) and particular areas of expertise.
9. The Committee will make recommendations to the Board regarding the composition and the appropriate size of the Board.
10. The Committee will provide, with the assistance of management, suitable programs for the orientation of new Board members and the continuing education of incumbent Directors, which include, among other things, reviewing background material, strategic plans of the Company and meeting with Senior Management.

C. Corporate Governance Committee

1. The Board of Directors shall appoint a Corporate Governance Committee. The Corporate Governance Committee has the mandate to:
 - Identify the principal business risks and assess risk management
 - Review corporate governance practice and make recommendations to the Board of Directors
 - Encourage adherence to, and continuous improvement of, the Company's policies, procedures and practices at all levels.
 - Monitor the Company Insider Trading Policy.
2. The Corporate Governance Committee will be comprised of no fewer than three members as appointed by the Board of Directors, upon recommendation of the Nominating Committee. The members will consist of the Chairman, plus two unrelated directors.
3. Each Corporate Governance Committee member will serve at the pleasure of the Board for such term as the Board may decide or until the Committee member is no longer a Board member.
4. The Committee will meet in person or by telephone as frequently as necessary to carry out its responsibilities under this Charter, but in no event less than once per year.



5. The Committee Chair will be selected from among the Committee members, and will be responsible for calling the meetings of the Committee, establishing meeting agenda with input from management, and supervising the conduct of the meetings.
6. A majority of the number of the appointed Committee members will constitute a quorum for conducting business at a meeting of the Committee.
7. The 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 meetings or to meet with any members or representatives of the Committee.
8. The Corporate Governance Committee will conduct a Risk Analysis and will provide a report to the Board of Directors within one year of the date of adoption of this Charter, and will provide a review of the report annually thereafter. The Risk Analysis will consider the principal risks of the Company's business and review the systems in place to manage the risks.
9. The Committee will supervise and evaluate the Company's Insider Trading Policy and procedures and report to the Board on any necessary changes to such procedures and the adoption of any additional procedures.
10. The Committee will annually report to the Board with its recommendations and findings.
11. The Committee will prepare and recommend the annual "Statements of Corporate Governance" to be included in the Company's annual report or information circular. The Statement of Corporate Governance Practices will discuss the process used by the Board and the Committee to fulfill their functions as required by the guidelines of the Toronto Stock Exchange Company Manual.
12. The Chairman of the Committee will review all disclosure documents to be issued by the Company, including news releases, annual information forms and information circulars.

D. Audit Committee Composition and Charter

1. The Board of Directors shall appoint an Audit Committee. The Audit Committee members shall meet the requirements of the Toronto Stock Exchange, and shall be comprised of three or more directors as determined by the Board, each of whom shall be independent non-executive directors, free from any relationship that would interfere with the exercise of his or her independent judgement. All members of the Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Committee shall have accounting or related financial expertise.
2. The Board of Directors shall adopt an Audit Committee Charter that will provide the Audit Committee with a mandate to:



- Ensure the effectiveness of the overall process of identifying and addressing principal business risk and the adequacy of the related disclosure
 - Monitor the integrity of the Company's financial reporting process and systems of internal controls regarding finance, accounting and legal compliance
 - Monitor the independence of the and performance of the Company's independent auditors
 - Provide an avenue of communications among the independent auditors, management and the Board of Directors
3. The independent auditors are directly accountable to the Audit Committee of the Board of Directors.

E. Communications

All corporate communications, including news releases, disclosure documents or investor presentations shall be approved by the Chairman prior to public distribution, and a copy shall be provided to the Secretary. Only the Chairman, President and Secretary are authorized to speak to shareholders or analysts regarding the Corporation, and may authorize other directors or officers to discuss matters with persons outside the Company as circumstances warrant or as may be determined by a committee of the independent members of the Board of Directors.

E. Retention of Experts

Each Director or Committee of the Board has the authority to conduct any investigation appropriate to fulfilling their responsibilities, and has the ability to retain, at the Company's expense, special legal, accounting, or other consultants or experts it necessary in the performance of their duties to a maximum of \$10,000. Any fees beyond \$10,000 must be approved by the Audit Committee.

F. Compensation Matters

Compensation will be addressed by the entire Board of Directors.