

NOMINATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

(Adopted by the Board of Directors on November 10, 2006)

A. PURPOSE

The Nomination and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") to provide support for the stewardship and governance role of the Board in reviewing and making recommendations on the composition of the Board, periodically assessing the function of the Board and its committees, and making recommendations to the Board with respect to corporate governance matters and practices.

B. COMPOSITION AND MEETINGS

1. The Committee shall consist of at least two independent members of the Board;
2. Regardless of number members of the Committee, a majority of the Committee members shall be independent as defined by National Instrument 58 -101;
3. The chairman of the Committee shall be an individual who is, in the opinion of the Board, independent of management; and
4. The Committee shall meet as and when determined by the chair of the Committee.

C. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee are as follows:

1. to oversee the effective functioning of the Board;
2. to oversee the relationship between management and the Board and to recommend improvements in such relationship to the Board;
3. to take initiatives, at such times as are desirable or necessary, to ensure that the Board can function independently of management, including without limitation, recommending to the Board:
 - a. mechanisms to allow directors who are independent an opportunity to discuss issues in the absence of management; and
 - b. to authorize the engagement of outside advisors including legal, accounting and financial advisors by individual directors at the Company's expense;
4. to periodically review and make recommendations to the Board with respect to:
 - a. the size and composition of the Board, with a view to promoting effectiveness and efficiency;
 - b. the appropriateness of the committees of the Board, their mandates and responsibilities and the allocation of directors to the committees;
 - c. the appropriateness of the terms of the mandate and responsibilities of the Board;
 - d. with the assistance of the Compensation Committee, the compensation of the directors in light of time commitments, comparative fees, risks and responsibilities;
 - e. the directorships held by the Company's directors and officers in other corporations;
 - f. the Company's nominees on the boards of directors of its subsidiaries;
 - g. the chairman of the Board and the appropriateness of the duties and responsibilities of the chairman of the Board;
5. to recommend nominees for election as directors of the Company, taking into account the competencies, skills and personal qualities required to add value to the Company and the functioning of the Board and its committees; and
6. to carry out any other duties or responsibilities expressly delegated to the Committee by the Board and to undertake such other initiatives as are needed to assist the Board in providing efficient and effective corporate governance for the benefit of shareholders and other stakeholders of the Company.

The duties and responsibilities set out above do not extend, and are not to be interpreted as extending, the obligations and liabilities of the directors beyond those imposed by applicable law and in each case are subject to the Articles of the Company and applicable law.

D. MISCELLANEOUS

The Committee may, in its discretion and as appropriate, delegate duties and responsibilities to a member or to a sub-committee of the Committee.

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel, and other experts as it deems appropriate, without seeking approval of the Board or management.