



CORPORATE GOVERNANCE COMMITTEE MANDATE

The Company has established a Corporate Governance Committee of the Board of Directors which will consist entirely of three or more independent directors. The Committee's mandate is to assist the Board in establishing and maintaining a sound system of corporate governance through a process of continuing assessment and enhancement. The Committee is responsible for:

- 1) examining the effectiveness of the Company's corporate governance practices and proposing such procedures and policies as the Committee believes are appropriate to ensure that:
 - a. the Board clearly functions independently of management,
 - b. management is clearly accountable to the board of directors of the Company, and
 - c. procedures are in place to monitor the effectiveness of performance of the Board, Committees of the Board and individual directors;
- 2) approving where appropriate the engagement of independent counsel or advisors by individual directors;
- 3) identifying and recommending to the Board suitable candidates for nomination as new directors, and reviewing the credentials of directors standing for re-election;
- 4) providing an orientation program for new directors;
- 5) periodically reviewing the mandates of the Board and committees of the Board and determining what additional committees of the Board, if any, are required or appropriate;
- 6) developing such codes of conduct and other policies as are appropriate to deal with the confidentiality of the Company's information, insider trading and the Company's timely disclosure and other public company obligations; and
- 7) taking such other steps as the Committee decides are appropriate, in consultation with the Board, to ensure that proper corporate governance practices are in place for the Company, with reference to the Toronto Stock Exchange guidelines or recommendations and other regulatory requirements on corporate governance.

The Committee shall review its charter and assess annually the adequacy of this mandate, the effectiveness of its performance and, when necessary, will recommend changes to the Board of Directors for its approval.