

## Corporate Governance and Nominating Committee Charter

The following description of the Charter of the Corporate Governance and Nominating Committee (the “Governance Committee”) of the Corporation complies with applicable laws and regulations, and with the disclosure and listing requirements applicable to the securities of the Corporation, including those of NASDAQ (collectively, the “Corporate Governance Standards”), as they exist on the date hereof. In addition, this Charter complies with applicable U.S. laws, such as the Sarbanes-Oxley Act of 2002, and rules and regulations adopted thereunder. The Charter of the Governance Committee of the Corporation shall be reviewed annually by the Board in order to ensure on-going compliance with such Corporate Governance Standards.

### 1. Membership and Quorum

- a minimum of three members and a maximum of five who must all be non-employee directors of the Corporation;
- a majority of independent directors shall be appointed, the whole as determined by the Board in compliance with the Corporate Governance Standards;
- the members of the Governance Committee shall be appointed annually by the Board upon the recommendation of the Governance Committee; such members may be removed or replaced, and any vacancies on the Governance Committee shall be filled by the Board upon the recommendation of the Corporate Governance Committee;
- the members of the Committee may participate in any meeting via any means allowing all participants to communicate orally between themselves, including via conference call.
- a quorum of majority of members.

### 2. Meetings

- normally in conjunction with the Corporation’s Board meetings;
- at least four times a year and as necessary
- the Governance Committee’s Chair (or in his or her absence, a member designated by the Committee’s Chair) shall preside at each meeting of the Governance Committee and set the agendas for the meetings.
- the Governance Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings so long as they are not inconsistent with the provisions of the Corporation’s bylaws that are applicable to a committee of the Board.

### 3. Chair of the Governance Committee and Meetings

- one of the members of the Governance Committee shall act as Chair.

### 4. Duties and Responsibilities

The duties and responsibilities of the Governance Committee include the following:

(a) Monitoring the composition and performance of the Board and its committees;

- monitoring the size and composition of the Board and its committees to promote effective decision-making;
- developing, reviewing and monitoring, in consultation with the Chairman of the Board, criteria, as well as establishing procedures, for selecting directors by regularly assessing the competencies, skills, personal qualities, availability, geographical representation, business background, experience, overall expertise and financial competency, as well as diversity of the Board members and the Corporation's circumstances and needs;
- developing and implementing a Board succession planning process;
- identifying candidates qualified to become Board members and selecting or recommending that the Board selects the director nominees for the next annual or special meeting of shareholders;
- together with the Compensation and Human Resources Committee, overseeing the development and implementation of a policy on Board and senior management diversity as well as the disclosure thereof.

(b) Overseeing corporate governance matters

- monitoring the corporate governance principles applicable to the Corporation and the disclosure principles;
- developing and reviewing corporate governance principles applicable to the Corporation in light of applicable laws, rules and regulations, recommending to the Board any change that should be made thereto and monitoring the disclosure of such principles;
- reviewing the appropriateness of, and compliance by the Corporation with, the policies and practices of the Corporation relating to business ethics;
- reviewing, where appropriate, measures for receiving shareholder feedback, and the adequate public disclosure of these measures;
- developing, reviewing and monitoring procedures for meeting the Board's information needs, including formal and informal access to officers of the Corporation and external advisors;
- developing, monitoring and reviewing, as applicable, in consultation with the Chair of the Board, the Corporation's orientation and continuing education programs for directors;
- reviewing and overseeing the disclosure of, the Corporation's Codes of Ethics and Code of Conduct, as applicable, (the "Codes"), and such other policies as may be approved by the Board from time to time (the "Policies"), and monitoring compliance and any waiver from compliance with the Codes and the Policies, while ensuring appropriate disclosure of such waiver;
- reviewing the Corporation's general policy on insider trading and insider reporting and overseeing the communication of such policy as well as the list of blackout periods to every director and officer of the Corporation;
- recommending Board committee composition, as well as the appropriate mandate of each committee for submission to the Board;
- reviewing from time to time the charters of the Board and of each of its committees in order to ensure that they are all consistent with each other and, if need be, resolving any issue or conflict between them;
- overseeing the inclusion of a statement of corporate governance practices in the Corporation's management proxy circular and on the Corporation's website.

(c) Evaluating the performance of the Governance Committee

- overseeing the existence of processes to annually evaluate the performance of the Governance Committee. As appropriate, the Corporate Governance Committee may obtain advice and

assistance from outside legal or other advisors and set and pay their compensation, subject to advising the Board chair thereof. The Corporation shall pay all outside legal and other advisors so retained by the Governance Committee.

- reporting annually to the Board on the results of its performance evaluation and the adequacy of its mandate. In addition, the chair of the Governance Committee shall report regularly to the Board on the business of the Governance Committee.
- The Board chair or, alternatively, a director designated by the Board, shall supervise the Governance Committee's annual performance assessment.

(d) Miscellaneous

- at each regularly-scheduled and special meeting, Governance Committee shall meet without management or any non-independent directors present.
- nothing contained in the above mandate is intended to transfer to the Governance Committee the Board responsibility to ensure the Corporation's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements for the directors or the members of the Governance Committee.

Adopted by the Board of Directors on June 9, 2016