

## CORPORATE GOVERNANCE AND COMPENSATION COMMITTEE CHAIR POSITION DESCRIPTION

### Appointment

1. The Chair of the Corporate Governance and Compensation Committee (the “Committee”) will be appointed, serve and be removed at the pleasure of the Board.
2. The Chair of the Committee must be independent as defined within *National Policy 58-201*

### Duties of the Committee Chair

3. In addition to fulfilling his or her duties as an individual director, the duties of the Committee Chair are to:
  - (a) lead the Committee in discharging all duties set out in the Committee Mandate and as are delegated to the authority of the Committee by the Board;
  - (b) take reasonable steps to ensure that the Committee members execute their duties pursuant to their Mandate;
  - (c) manage the affairs of the Committee to ensure that the Committee is organized properly and functions effectively;
  - (d) preside at, and together with the Committee members and advisors, as appropriate, call, schedule and prepare the agenda for each meeting of the Governance Committee;
  - (e) coordinate with the Corporate Secretary, management and advisors, as appropriate, to ensure that:
    - (i) documents are delivered to members in sufficient time in advance of Committee meetings for a thorough review;
    - (ii) matters are properly presented for the Committee’s consideration at meetings;
    - (iii) members have an appropriate opportunity to discuss issues at each meeting;
    - (iv) members have an appropriate opportunity to question management, employees and advisors regarding governance issues and all other matters of importance to the Committee; and
    - (v) members work constructively towards their recommendations to the Board;
  - (f) communicate with each member of the Committee to ensure that:
    - (i) each member has the opportunity to be heard and participate in decision making; and
    - (ii) each member is accountable to the Committee;
  - (g) arrange for the preparation, accuracy and distribution of all minutes of the Committee to its members and advisors, as appropriate;
  - (h) ensure that the Committee, following each meeting:
    - (i) reports to the Board regarding its activities, findings and recommendations; and
    - (ii) makes Committee information available to any director upon request; and
  - (i) assist in maintaining effective working relationships between Committee members, the Board, the CEO, advisors, executive officers and management.

Approved by the Board March 22, 2010

RATIFIED BY THE BOARD AUGUST 10, 2011