

**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 Charter 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 Charter;
  - (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 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 of Directors August 10, 2011  
Ratified by the Board of Directors August 8, 2012  
Ratified by the Board of Directors October 30, 2013  
Ratified by the Board of Directors October 30, 2014  
Ratified by the Board of Directors October 29, 2015  
Ratified by the Board of Directors October 25, 2016  
Ratified by the Board of Directors October 25, 2017