

CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE

The purpose of the Nominating and Governance Committee is to provide a forum for detailed discussion, examination and review of the Company's needs in the selection of Directors and the formation of the Committees as well as of its governance policies and practices.

Composition of Committee. The Committee shall be composed of a minimum of three Directors, or such greater number as determined by the Board from time to time, all of whom shall be "Independent Directors", within the meaning of applicable securities laws. Members shall have experience in and an interest in the development of corporate governance practices and procedures. The Committee members shall be appointed annually by the Board following each annual meeting of shareholders, and may be removed by the Board. The Secretary of the Company, or such other person as designated by the Secretary and approved by the Committee, shall act as secretary of the Committee meetings.

Committee Chair. Following each annual meeting of shareholders, the Board shall appoint a Chair of the Committee from among the members of the Committee. The Chair shall organize and direct the activities of the Committee, call meetings of the Committee as appropriate, establish the agenda for Committee meetings and chair such meetings. The Chair has responsibility to ensure that the matters set forth in this charter are given due consideration in the course of the Committee's annual activities. The Chair is expected to encourage full participation in the deliberations and activities of the Committee by each of its members. The Chair shall report on the activities of the Committee at regular quarterly Board meetings.

Committee Meetings. Committee meetings shall be convened at least three times a year, and at such other times as may be determined by the Chair. Notice of the time and place of each meeting shall be given by the Chair, or such other person authorized by the Chair, to each Committee member in the manner permitted by the Company's by-laws, not less than 48 hours before the time when the meeting is to be held. A notice of a meeting need not specify the purpose of or the business to be transacted at the meeting. A Committee member may in any manner waive notice of or otherwise consent to a meeting. Attendance of a Committee member at a meeting is a waiver of notice of the meeting except where the member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting has not been lawfully called. Telephone conference meetings of the Committee shall be considered valid if all persons participating in the meeting are able to communicate adequately with each other during the meeting. Directors who are not members of the Committee and management may, by invitation of the Chair, attend the Committee meetings. An *in camera* session from which non-Independent Directors and members of management shall be excluded will be available at every regularly scheduled meeting, and upon the specific request of any Committee member who is an Independent Director. The quorum for the transaction of business at a Committee meeting shall be a majority of Committee members. At all meetings every question shall be decided by a majority of the votes cast on the question. Committee decisions shall be determined by a majority of the votes cast at the meeting by members of the Committee. The Chair shall not have a second or casting vote. The Committee has the authority to engage, instruct and compensate, at the Company's expense, any outside advisor it determines to be necessary to carry out its duties.

Mandate of the Committee. The mandate of the Committee of the Board is as follows:

- Lead the process of recruiting, interviewing and recommending candidates to the Board. Propose new nominees for directorship to the full Board, as required.
- Develop and maintain a matrix of the skills, competencies and requirements represented on the Board and those to be sought in candidates for directorship that would be helpful to the Board and the Company, as well as a list of potential candidates for directorship responsive to such matrix of skills

and needs, and consider whether each new nominee can devote sufficient time and resources to his or her duties as a Board member.

- Maintain an evergreen list of director candidates.
- Determine whether any Director is an Independent Director, subject to confirmation by the Board.
- Annually recommend membership of the Committees and their respective Chairs to the Board for approval.
- Determine the director orientation program for new Directors and assess the effectiveness of the program.
- Review the continuing education requirements of directors and provide guidance for continuing education opportunities for Directors.
- Bi-annually (or more frequently as the Board may direct from time to time) determine the scope and process for evaluating the performance of the Board, its Committees and/or its individual Directors, and report to the Board.
- Annually assess the Company's compliance with the governance disclosure requirements of applicable securities regulators.
- Annually assess the adequacy of the Company's governance-related policies, including Statement of Governance Policies, the Board and Committee Charters, the Company's Disclosure Policy, and propose any appropriate amendments to the Board.
- Monitor the adequacy of the Company's D&O Insurance Policy.
- Annually review and recommend the compensation of Directors, including grants of deferred share units of the Company, and make a recommendation to the Board.
- Make recommendations to the Board with respect to incentive compensation and equity-based plans for the Executive Chairman.
- Annually review and assess the adequacy of this charter.

Approved by the Board on November 6, 2018.