

Mandate of a Board Committee Chairman

This mandate has been developed and adopted by the Board pursuant to section 6 of the Corporation's Corporate Governance Policy.

A. Purpose

The primary functions of a Board Committee Chairman are to provide effective leadership of the Board committee for which he or she is appointed chair, facilitate the operations and deliberations of that committee and oversee the satisfaction of that Committee's functions and responsibilities under its mandate.

B. General

Appointment and Removal of a Committee Chairman - The Chairman of a Board committee shall be elected annually by the members of the Board at the time of the annual appointment of the members of the related Board committee or upon the resignation, death, disqualification or removal the Chairman. Chairman shall serve at the pleasure of the Board, or until the earlier of the close of the next annual general meeting, the death of the Chairman or the resignation, disqualification or removal of the Chairman from the Board.

Qualifications - The Chairman shall be a member of the Board and satisfy the independence standards established by the Board and any additional independence standards required for a Board committee under applicable law.

Access to Management and Outside Advisers - The Chairman shall have unrestricted access to management and employees of the Corporation. The Chairman shall have the authority to retain and terminate external legal counsel, consultants or other advisers to assist him or her in fulfilling his or her responsibilities and to set and pay the respective compensation for these advisers without consulting or obtaining the approval of the Board or any officer of the Corporation. The Corporation shall provide appropriate funding, as determined by the Chairman, for the services of these advisers.

C. Accountabilities and Responsibilities

The Chairman shall have the accountabilities and responsibilities set out below as well as any other matters that are specifically delegated to the Chairman by the Board. In addition to these accountabilities and responsibilities, the Chairman shall perform any duties required of a Board committee by the Business Corporations Act (British Columbia), binding requirements of the stock exchanges on which the securities of the Corporation are listed, and all other applicable laws.

D. Committee Management

1. Chairman of Committee Meetings

The Chairman shall chair meetings of the Board committee for which he or she is appointed as chairman.

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2. Tied Vote

The Chairman may vote on any matter requiring a vote at a meeting of the Board committee for which he or she is appointed as chair and shall provide a second vote in the case of a tie vote.

3. Committee Meetings

The Chairman shall work with the Chairman of the Board to schedule meetings for each meeting of the Board committee for which he or she is appointed as chairman and shall set the agenda for each committee meeting. Each committee meeting agenda shall include reviews of appropriate operating and strategic issues, plus any other matters requiring approval of, or consideration by, the committee under the committee's mandate and allot sufficient time for the committee to complete these matters.

4. Committee Mandate

The Chairman shall co-ordinate compliance by the Board committee for which he or she is appointed as chairman with the committee's mandate.

5. Advisory Matters

The Chairman may meet with the applicable management representative to provide feedback and advice on behalf of the Board committee for which he or she is appointed as chairman regarding concerns or comments of the committee, shareholders or other stakeholders.

6. Succession

The Chairman shall participate and provide input, as required, on succession plans in respect of that committee chair position.

E. Reporting to the Board

The Chairman shall report to the Board on material matters addressed by the Board committee for which he or she is appointed as chairman and shall make available to the Board the presentations considered by the committee and the minutes of the meeting.

F. Committee Member Development

The Chairman shall co-ordinate orientation and continuing director development programs relating to the mandate of the Board committee for which he or she was appointed as chairman, when appropriate.

G. Currency of the Chairman's Mandate

This mandate was last revised and approved by the Board on **August 27, 2012**.