

Nominating Committee Charter

Purpose

The Nominating Committee is appointed by the Board of Directors to assist the Board in fulfilling its responsibilities with respect to the Board and committee membership.

Mandate

1. Develop, review and monitor, in consultation with the Chairman of the Board, criteria for selecting directors by assessing the competencies, skills, personal qualities, availability, diversity, business background and diversified experience of the Board members corresponding to the Corporation's changing circumstances and needs, and ensuring the planned retirement of Board members as necessary to maintain an optimal mix of skills, competencies, recent experience and contact-networks to maintain an optimal balance thereof.
2. Evaluate risks and opportunities facing the Corporation and consider key areas of required knowledge, including business strategy and opportunities, finance, manufacturing and international activities and the status of a publicly traded company. The foregoing criteria will allow the Board of Directors to quickly assess any skill gaps in the composition of the Board of Directors and target new potential candidates to fulfill the expertise sought.
3. In consultation with the Chairman of the Board and taking into consideration the Corporation's needs, identify candidates qualified to become Board members, who can devote sufficient time and resources to their duties as Board members, and make recommendations to the Board.
4. Develop and update a list of potential candidates, in view of the competencies that the Board of Directors considers to be necessary for the Board as a whole and for each existing director to possess and for each new nominee to bring to the Board of Directors.

Composition

The Nominating Committee shall be comprised of a minimum of (3) directors, appointed by the Board of Directors, all of whom shall be outside directors and the majority of whom shall be unrelated directors.

The Chair of the Nominating Committee shall be an unrelated director.

Meetings

The Nominating Committee shall meet from time to time as circumstances dictate. The Nominating Committee may ask members of management or others to attend the meeting and provide pertinent information as required.

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