



PROMETIC

Corporate Governance Committee Charter

PURPOSE

The Board of Directors of the Corporation is ultimately responsible for the stewardship of the Corporation, which means that it oversees the day-to-day management delegated to the President and Chief Executive Officer and the other officers of the Corporation. The Corporate Governance Committee is appointed by the Board of Directors to assist the Board in fulfilling this responsibility with respect to three (3) fundamental issues:

(i) Monitoring the composition and performance of the Board and its committees, (ii) overseeing the development and the regular assessment of the Corporation's approach to corporate governance issues and ensuring that such approach supports the effective functioning of the Corporation with a view to the best interests of the Corporation's shareholders and effective communication between the Board of Directors and management of the Corporation, (iii) overseeing the process, structure and effective system of accountability by management to the Board of Directors and by the Board to the shareholders, in accordance with applicable laws, regulations and industry standards for good governance practices.

GENERAL ROLE AND MANDATE

MONITORING THE COMPOSITION AND PERFORMANCE OF THE BOARD AND ITS COMMITTEES

1. Together with the Board Chair, monitoring the size and composition of the Board and its committees to promote effective analysis and decision making and making recommendations to the Board in connection therewith.
2. Developing, reviewing and monitoring, in consultation with the Board Chair, criteria for selecting directors by regularly assessing the competencies, skills, personal qualities, availability, gender 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.
3. In consultation with the Board Chair, identifying candidates qualified to become Board members, who can devote sufficient time and resources to their duties as Board members, and selecting or recommending that the Board select the director nominees for the next annual meeting of shareholders.
4. Through the Committee Chair, coordinate and provide input for Board agendas and meeting schedules and communicate with management to ensure materials and information provided to the Board are appropriate to enable the Board to fulfill its responsibilities.
5. Prepare Committee reports to the Board on a quarterly basis, or more frequently, if need arises.

6. Develop and update a list of potential candidates¹, 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.
7. Assess annually the effectiveness of the Board of Directors as a whole, the Chair, the members, and the committees of the Board.

OVERSEEING THE DEVELOPMENT AND THE REGULAR ASSESSMENT OF THE CORPORATION'S APPROACH TO CORPORATE GOVERNANCE ISSUES

1. Review with management and counsel, the Corporation's system of governance against applicable laws, regulation, and industry specific standards and practices if any, including any securities regulatory authority or stock exchange guidelines applicable to the Corporation; report to the Board of Directors on such review at least annually and update such report regularly as circumstances dictate, and make any recommendations to the Board of Directors deemed appropriate or necessary for good governance practices.
2. On any report to the Board of Directors in accordance with item 1 above, the Committee should include the following: where the Corporation's system of corporate governance complies with an applicable legislative rule or guideline, etc, describe the manner in which it complies and, where the Corporation's system of corporate governance differs from such an applicable legislative rule or guideline, etc, describe such difference and the reason therefor.
3. Oversee the implementation and operation of process, structures and effective systems of governance as approved by the Board of Directors or as required by applicable legislative rules and industry specific standards and practices.
4. Review the Corporation's annual disclosure of its corporate governance practices pursuant to applicable legislative rules and industry specific standards and practices.
5. Perform any other activities consistent with its responsibilities and duties and the Corporation's by-laws and governing law as the Committee or the Board of Directors deems necessary or appropriate.
6. Keep records of its activities, meetings, etc, at the office of the Corporate Secretary, and report periodically to the Board of Directors on its activities and make recommendations as deemed appropriate.
7. Annually assess the effectiveness of the Committee against its general role and mandate (charter) and report the results of the assessment to the Board of Directors.

OVERSEEING THE PROCESS, STRUCTURE AND EFFECTIVE SYSTEM OF ACCOUNTABILITY BY MANAGEMENT TO THE BOARD OF DIRECTORS AND BY THE BOARD TO THE SHAREHOLDERS, IN ACCORDANCE WITH APPLICABLE LAWS, REGULATIONS AND INDUSTRY STANDARDS FOR GOOD GOVERNANCE PRACTICES

1. Provide an orientation and education program for new recruits to the Board of Directors to allow them to fully understand (i) the business of the Corporation and the role of its Board of Directors, (ii) the role of the committees of the Board and (iii) the contribution individual directors are expected to make, including in particular, the commitment of time and energy that the Corporation expects of its directors with regards to attendance and participation to meetings.
2. Develop, review and monitor procedures for meeting the Board's information needs, including formal and informal access to executive management.

¹ On an ongoing process, evaluate risks facing the Corporation and consider key areas of required knowledge, including business strategy and opportunities, technology, organizational design, finance, international activities and the status of a publicly traded company that is listed on a stock exchange. The foregoing criteria will allow the Board of Directors to quickly assess the weaknesses in the composition of the Board of Directors and target new potential candidates to fulfil the expertise sought.

3. In consultation with the Board Chair, developing, monitoring and reviewing, as applicable, the Corporation's orientation and continuing education programs for directors
4. The Corporate Governance Committee oversees compliance of the Audit and Risk Committee and Compensation and Human Resources Committee with the Corporation's corporate governance policies and mandates.
5. Monitor, and where appropriate advise on, management's plans for mitigation of those risks on the corporate risk register, assigned to the Corporate Governance Committee, by the Audit & Risk Committee.

RESOURCES AND AUTHORITY OF THE COMMITTEE

The Corporate Governance Committee may, with the approval of the Board of Directors:

- (a) at the Corporation's expense, engage any external advisors as it determines necessary to carry out its duties, in appropriate circumstances; and
- (b) fix any such advisors' fees and retention terms.

Nothing contained in the above mandate is intended to assign to the Governance Committee the Board responsibility to ensure the Corporation's compliance with applicable laws or regulations or to expand applicable standards of liability under statutory or regulatory requirements for the directors or the members of the Governance Committee.

COMPOSITION

The Corporate Governance Committee shall be comprised of a minimum of three (3) and a maximum of six (6) directors, appointed by the Board of Directors following the Annual General Meeting to serve on the Committee until the close of the next annual meeting of shareholders of the Corporation or until the member ceases to be a director, resigns or is replaced, whichever first occurs. Any member may be removed from office or replaced at any time by the Board of Directors.

The composition of the Corporate Governance Committee shall consist of a majority of independent directors. A member of the Committee is independent if the member has no material relationship with the Corporation, as defined in s. 1.4 of Multilateral Instrument 52-110 *Audit Committees* as amended from time to time.

Unless a chairman is elected by the full Board of Directors or, if not present at the meeting, the members of the Corporate Governance Committee may designate a chairman by majority vote of the full Corporate Governance Committee membership.

MEETINGS

The Corporate Governance Committee shall meet on a quarterly basis and as circumstances dictate. The Corporate Governance Committee may ask members of management or others to attend the meeting and provide pertinent information as required. Quorum will consist of at least two (2) members.

WORK PROGRAM

The Corporate Governance Committee annually establishes a work program in order to fix a schedule to fulfill its responsibilities pursuant to the content of this charter. The Committee uses such work program, inter alia, to evaluate its compliance with this charter.

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