

## CHARTER FOR THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

### 1. PURPOSE

- a) The purpose of the Corporate Governance and Nominating Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) in fulfilling its corporate governance oversight responsibilities by:
  - i) developing and recommending to the Board corporate governance guidelines for the Company and making recommendations to the Board with respect to corporate governance practices that are specifically applicable to the Corporation, as a reporting issuer; and
  - ii) identifying individuals qualified to become Board and Board committee members and recommending such nominees to the Board for appointment or election.

### 2. MEMBERSHIP AND ORGANIZATION

- a) **Composition** — The Committee shall consist of not less than three and not more than the number of Directors who are not officers or employees of the Corporation, none of whom is either an officer or employee of the Corporation or any of its subsidiaries. All members of the Committee shall meet all requirements and guidelines for corporate governance and nominating committee service, including being independent and unrelated to the Corporation, as set forth in applicable securities laws, securities commission policies or the rules of any stock exchange on which the Corporation’s securities are listed for trading. Determinations as to whether a particular Director satisfies the requirements for membership on the Committee shall be affirmatively made by the full Board.
- b) **Appointment and Removal of Committee Members** — Each member of the Committee shall be appointed by the Board on an annual basis and shall serve at the pleasure of the Board, or until the earlier of (a) the close of the next annual meeting of the Company’s shareholders at which the member’s term of office expires, (b) the death of the member or (c) the resignation, disqualification or removal of the member from the Committee or from the Board. The Board may fill a vacancy in the membership of the Committee.
- c) **Chair** — At the time of the annual appointment of the members of the Committee, the Board shall appoint a Chair of the Committee. The Chair shall be a member of the Committee. The Chair of the Committee is responsible for overseeing the Committee in its responsibilities. The Chair’s duties and responsibilities include:

- i) presiding at each meeting of the Committee;
- ii) setting the frequency and length of each meeting and the agenda of items to be addressed at each meeting, in consultation with the other members of the Committee;
- iii) circulating the agenda for each upcoming meeting of the Committee to each member of the Committee, as well as each other director, in advance of such meeting;
- iv) leading the Committee in discharging each of the tasks assigned to it under the Charter; and
- v) reporting to the full Board on the activities of the Committee.

### 3. MEETINGS

- a) **Meetings** — The members of the Committee shall hold meetings as are required to carry out this mandate.
- b) **Corporate Secretary and Minutes** — The Corporate Secretary, his or her designate or any other person the Committee requests, shall act as secretary at Committee meetings. Minutes of Committee meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Committee for approval.
- c) **Quorum** — A majority of the members of the Committee shall constitute a quorum.
- d) **Access to Outside Advisors** — The Committee shall have the authority to retain external legal counsel or other independent advisors to assist it in fulfilling its responsibilities.

### 4. FUNCTIONS AND RESPONSIBILITIES

The Committee shall have the functions and responsibilities set out below :

- a) **Board Composition, Director Criteria and Director Nominations** — The Committee shall:
  - examine the size and composition of the Board and recommend adjustments from time to time with a view to enabling the Board's size and composition to facilitate effective decision making;
  - develop, review and monitor criteria for selecting directors by regularly assessing the competencies, skills, personal qualities, availability, geographical representation, business background, varied experience, and diversity of the Board members and TECSYS' circumstances and needs and, in particular, developing a competency and skills matrix for the Board;
  - develop, review and monitor a gender diversity policy for Board members and executive officers;
  - if requested by the Board, develop, review and monitor a diversity policy based on factors other than gender for Board members and executive officers;

- identify individuals qualified to become members of the Board;
  - when vacancies occur or otherwise at the direction of the Board, the Committee shall actively seek individuals whom the Committee determines meet such criteria and standards for recommendation for appointment to the Board;
  - make recommendations to the Board for the appointment or election of director nominees; and
  - make recommendations to the Board with respect to membership on committees of the Board.
- b) ***Effectiveness of Board, Committees and Directors*** — The Committee shall:
- review the adequacy of the Board's structures and procedures with a view to facilitating the Board to function with the proper degree of independence from management;
  - provide a forum without management present to receive expressions of concern, including concerns regarding the independence of the Board from management;
  - regularly review the time required from non-executive directors to perform their functions and assess whether they are satisfying those time requirements;
  - encourage and facilitate continuing education programs for directors;
  - receive comments from all directors as to the Board's performance, oversee the execution of a process assessing the effectiveness of the Board and the Board committees as a whole, with particular reference to the Mandate of the Board of Directors and appropriate committee charters, where applicable and report annually to the Board on such assessments;
  - assess annually the contribution and effectiveness of each individual director, with particular reference to any applicable position description as well as the competencies, skills and characteristics each individual director is expected to bring to the board; and
  - assess the need for and recommend the removal of directors for cause, where necessary.
- c) ***Corporate Governance*** — The Committee shall:
- review from time to time the Company's Code of Business Conduct;
  - fulfill the Committee's role in assisting the Board in dealing with conflict of interest issues as contemplated by the Company's Code of Business Conduct;
  - prepare any report as may be required under applicable securities law, stock exchange and any other regulatory requirements;
  - review and assess the adequacy of this Charter annually and recommend to the Board any changes deemed appropriate by the Committee;
  - perform any other activities consistent with this Charter, the Company's articles and governing law, as the Audit Committee or the Board deems necessary or appropriate;
  - review its own performance annually; and
  - report regularly to the Board.

- d) **Engagement of external advisors** — The Committee shall:
  - at the request of an individual director, consider and, if deemed advisable, authorize the retaining by any individual director of an outside advisor for such director at the expense of the Company.

## 5. GENERAL

- a) The Committee shall, to the extent permissible by Applicable Requirements, have such additional authority as may be reasonably necessary or desirable, in the Committee's discretion, to exercise its powers and fulfill the duties under this mandate.

This Policy was last reviewed and approved by the Audit Committee and Board of Directors of TECSYS Inc. on July 5, 2018.

\* \* \* \*