



REDKNEE SOLUTIONS INC.
(the "Company")

CHARTER

FOR THE NOMINATION & GOVERNANCE COMMITTEE

1. Purpose

The purpose of the Corporate Nomination & Governance Committee (the "Committee") is to:

- (a) oversee the Company's corporate governance policies and practices;
- (b) identify individuals qualified to become new Board members and propose and/or nominate said candidates for election as directors;
- (c) assist the Chairman of the Board in overseeing the process of evaluation of the Board;
- (d) ensure that the Board and its Committees remain effective through on-going orientation, continuing education and regular self-assessments; and
- (e) report on the Committee's activities on a regular and timely basis to the Board.

2. Composition, Qualification and Membership

2.1 The Committee shall be comprised of at least three (3) "Independent Directors" as defined in National Policy 58-201.

2.2 The Chairman of the Committee shall be appointed by the Board to hold office for a period determined by the Board and shall be either the Chairman of the Board or an independent non-executive director.

2.3 Any member of the Committee may be removed and replaced at any time by the Board. The Board shall fill vacancies in the Committee by appointment from among the members of the Board. If a vacancy exists on the Committee, the remaining members shall exercise all its powers so long as a quorum remains in office.

2.4 A quorum for decisions of the Committee shall be two members.

2.5 In order to fulfil the Committee's overall purpose the members of the Committee should:

- (a) have no personal financial interest, other than as shareholders in the Company (if applicable), in the Committee's decisions;
- (b) have no "cross-directorships" which could be thought to offer scope for mutual agreements to nominate candidates;
- (c) be independent of the Company's management and free from any business or other relationship with the Company or any member of the Company's group which could materially interfere with the exercise of their independent judgement; and
- (d) have a good understanding, enhanced as necessary by appropriate training or access to expert advice, of the ambit of the Committee's business;

2.6 The Committee may at each meeting appoint a Secretary to act as the Secretary of the meeting.

3. **Frequency of meetings**

- 3.1 The Committee shall meet at least once annually and at such other times as the Chairman of the Committee shall require. The Board and any member of the Committee may request a meeting if they consider that one is necessary.
- 3.2 At least seven days' notice of any meeting of the Committee shall be given, although such notice may be waived or shortened with the consent of all the members of the Committee for the time being.

4. **Authority**

- 4.1 The Committee is authorised by the Board to pursue any activity within its Charter including:
- a) to engage independent counsel or other independent professional advisors, including without limitation any search firm to be used to identify director candidates that it determines are necessary to permit it to carry out its duties;
 - b) to set and pay the compensation for any such advisors employed by the Nomination & Governance Committee; and
- 4.2 The powers of the Committee may also be exercised by resolution in writing signed by all the members of the Committee.

5. **Mandate and Responsibilities**

The Nomination & Governance Committee shall:

- 5.1 Review on a regular basis the Company's corporate governance policies and practices generally and make recommendations to the Board of Directors as appropriate.
- 5.2 Ensure there is a Risk Management Program in place.
- 5.3 Ensure that the Company's standards of ethical conduct are developed and monitored (Code of Ethics and Business Conduct).
- 5.4 Establish the size and composition of the Board and qualification criteria for Board members reflecting an appropriate mix of expertise, skills, attributes and personal and professional backgrounds for service as an Independent Director of the Company; and
- (a) give full consideration to succession planning in the course of its work, taking into account the challenges and opportunities facing the Company and the skills and expertise therefore needed on the Board, reporting to the Board regularly;
 - (b) keep under review the leadership needs of the organization, both executive and non-executive, with a view to ensuring the continued ability of the organisation to compete effectively in the marketplace;
 - (c) make a statement in the Annual Report about its activities; the process used for appointments and explain if external advice or open advertising has not been used; the membership of the Committee, number of Committee meetings and attendance over the course of the year;
 - (d) confirm that on appointment to the Board, non-executive Directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside Board meetings;
 - (e) confirm that all new directors receive a comprehensive orientation on the nature and operation of the Company's business;
 - (f) provide continuing education opportunities for all directors, so that individuals may maintain or enhance their skills and abilities as directors, as well as to ensure their knowledge and understanding of the Company's business remains current;
 - (g) confirm that the Board and its Committees as well as each individual director perform annual self-assessments regarding their effectiveness and contribution. An assessment should consider:

- (i) in the case of the Board or a Board Committee, its Charter ; and
 - (ii) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to bring to the Board;
- (h) consider and make recommendations to the Board about the re-appointment of any non-executive Director at the conclusion of their specified term of service;
 - (i) consider and make recommendations to the Board on any matter relating to the continuation in office of any Director at any time.
- 5.5 Perform an annual review of incumbent directors' performance and attendance at Board and Committee meetings in connection with the Corporate Governance Committee's consideration of Directors to be slated for election at the Company's annual meeting. The review shall seek to identify specific areas, if any, in need of improvement or strengthening and shall culminate in a discussion by the full Board of the results and any actions to be taken. The review and evaluation will include, among other things, an assessment of:
- (a) the Board's composition and independence;
 - (b) the Board's access to and review of information from management and the quality of such information;
 - (c) the Board's responsiveness to shareholder concerns.
- 5.6 Develop a process to determine when a conflict of interest issues exists and review any conflict of interest issues affecting a Director.
- 5.7 Establish and periodically review a policy on rotating Committee assignments.
- 5.8 Review and assess annually the adequacy of the Board and Committees' Charters and Positions Description for a Directors and Chairs and make recommendations of changes to the Board.
- 5.9 Perform any other activities consistent with this Charter, the Company's by-laws, governance legislation, guidelines and practices as the Committee or the Board deems necessary or appropriate.
- 6. Procedures**
- 6.1 The Secretary of the Committee shall circulate the minutes of meetings of the Committee to all members of the Board. All decisions and recommendations of the Committee shall be reported to the Board.
- 6.2 The Chairman of the Committee shall be available at the Annual General Meeting of the Company to respond to any shareholder questions on the activities and responsibilities of the Committee.
- 6.3 The Committee shall set its annual agenda for review and approval by the Board to ensure compliance with the requirements of the Committee's Charter.
- 6.4 Report at regularly scheduled Board Meetings on matters coming before the Committee.