

**1. SEARCH PROCESS**

- 1.1 When a vacancy occurs on the Board, the Corporate Governance Committee will identify candidates for consideration as potential directors and select the names of the most suitable candidates. Such selection will be made after considering the skill sets and required attributes as prioritized by the Corporate Governance Committee from time to time. The Corporate Governance Committee may use the services of outside consultants in searching for or doing background checks on candidates.
- 1.2 The Corporate Governance Committee will consider maintaining a list of potential directors who have appropriate levels of senior business experience. Board members, many of whom serve on other corporate boards, are encouraged to submit names.
- 1.3 The Chair and the CEO, together with any other directors the Corporate Governance Committee deems appropriate, will interview the candidates. Following receipt of the reports of the Chair and the CEO as to such interviews, the Corporate Governance Committee will then make such recommendations as it deems appropriate to the Board.

**2. DIRECTOR CRITERIA**

In addition to meeting the requirements of the Company's charter documents, the *Company Act* (British Columbia) and any successor thereto, and any applicable securities laws, the directors of the Company must comply with or meet the following:

- 2.1 If a director undergoes a significant change in his or her circumstances which may affect his or her ability to contribute to the Board (e.g. in employment, residency or citizenship status, geographic location or health) he or she will promptly notify the Chair of the Corporate Governance Committee and tender to the Chair his or her resignation as a director. The Corporate Governance Committee will determine whether the significant change in circumstances does affect the director's ability to contribute to the Board and make a recommendation to the Board to accept or decline the resignation.

## APPENDIX J – DIRECTOR CRITERIA AND SEARCH PROCESS

---

In addition to the above, the process outlined below illustrates the steps the Corporate Governance Committee should follow in establishing the criteria a new director must meet.

