

TERMS OF REFERENCE FOR THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE

1. PURPOSE

- A. At Morguard Corporation (the "**Corporation**"), corporate governance means the process and structure used to supervise the business and affairs of the Corporation with the objective of fostering the long term success of the Corporation, which includes ensuring the financial viability of the business, all consistent with the Board's duty to act in the best interests of the Corporation. The process and structure define the division of power and establish mechanisms for achieving accountability among shareholders, the board of directors (the "**Board**") of the Corporation and management of the Corporation.
- B. The purpose of the Corporate Governance and Nominating Committee ("the **Committee**") of the Board is to provide a focus on governance that will enhance the Corporation's performance and oversee and advise the Board with respect to corporate governance matters. The Committee assesses and makes recommendations regarding Board effectiveness, makes recommendations to the Board with respect to assignments to committees of the Board and establishes and leads the process for identifying, recruiting, appointing, re-appointing and providing ongoing development for directors.

2. COMPOSITION AND OPERATIONS

- A. The Committee shall be composed of not fewer than three and not more than five outside directors, all whom shall be independent within the meaning of Multilateral Instrument 52-110 (as the same may be amended or replaced from time to time). Specifically, a director will be considered independent if he or she is free from any relationship that, in the view of the Board, could reasonably interfere with the exercise of his or her independent judgment as a member of the Committee.
- B. Committee members will be appointed and removed by the Board.
- C. Committee members shall recommend for approval by the Board one member of the Committee as its Chairperson. From time to time, the Chairperson may establish such rules that are necessary and proper to conduct the business of the Committee.
- D. Each appointed Committee member will be subject to annual reconfirmation and may be removed by the Board at any time.
- E. The membership of the Committee will represent a diverse background of experience and skills.
- F. From time to time, as deemed required by the Committee, the Committee shall retain independent advice regarding governance or nominating issues.
- G. The Committee shall meet at least twice each year. A majority of the members of the Committee shall constitute a quorum at Committee meetings.
- H. The secretary to the Committee will be the Corporate Secretary or his or her delegate.

3. DUTIES AND RESPONSIBILITIES

The Committee has the responsibility to:

- A. Develop, and annually update, a long-term plan for Board composition that takes into consideration the current strengths, skills and experience on the Board, retirement dates and the strategic direction of the Corporation.
- B. Develop recommendations regarding the essential and desired experiences, competencies, skills and personal qualities for potential directors, taking into consideration the Board's short-term needs and long-term succession plans.
 - In making its recommendations, the Committee should consider: (a) the competencies and skills that the Board considers to be necessary for the board, as a whole, to possess; (b) the competencies and skills that the Board considers each existing director to possess; and (c) the competencies and skills each new nominee will bring to the boardroom.
 - In making its recommendations regarding individuals qualified to serve as Board members, the Committee will consider many factors with regard to each candidate, including character, judgment, diversity, prior experience, independence, demonstrated leadership skills, the interplay of the candidate's experience with the experience of other Board members, the extent to which the candidate would be desirable as a member of any committees of the Board, the candidate's willingness to devote substantial time and effort to Board responsibilities and input, if any, from the Corporation's controlling shareholder. The Committee is committed to actively seeking out highly qualified women and individuals from minority groups to include in the pool from which Board nominees are chosen.
- C. Propose to the Board nominees for election as members of the Board and the board of directors of each of its subsidiaries.
- D. Review, monitor and make recommendations regarding the orientation, education and ongoing development of directors.
- E. Review the continued appropriateness of Board membership for any director who fails to receive the required vote for re-election at the annual meeting of shareholders, and recommend action to be taken, if any, to the Board.
- F. Consider the performance of incumbent members of the Board in determining whether to recommend that they be nominated for reelection as well as evaluate and recommend taking action concerning the continued membership of individual directors in appropriate circumstances.
- G. Review and recommend to the Board an appropriate course of action in response to the resignation of current Board members.
- H. Review and make recommendations to the Board with respect to director compensation.
- I. Assess the needs of the Board in terms of the frequency and location of Board and committee meetings, meeting agendas, discussion papers, reports and information, and the conduct of meetings and make recommendations to the Board as required.
- J. Review the Corporation's structures and procedures to ensure the Board is able to, and in fact does, function independently of management.
- K. In consultation with the Board Chair or lead independent director, recommend committee members and committee chair appointments to the Board for approval and review the need for, and the performance and suitability of, those committees and make recommendations as required.

- L. Ensure there is a system that enables a committee or director to engage separate independent counsel in appropriate circumstances, at the Corporation's expense, and be responsible for the ongoing administration of such a system.
- M. Consider matters of corporate governance and periodically review the Corporation's corporate governance policies and recommend to the Board modifications to the policies as appropriate, including monitoring regulatory developments relating to corporate governance and making recommendations to the Board, as appropriate.
- N. Develop and review the Corporate Governance Guidelines annually and submit any recommended changes to the Board.
- O. Recommend to the Board any reports on corporate governance that may be required or considered advisable.
- P. Review the Company's Code of Conduct and Conflict of Interest Guidelines for Directors, and submit any recommended changes to the Board.
- Q. Monitor compliance with the Corporation's Code of Business Conduct Policy and the Guidelines. Monitor from time to time outside activities of and consider questions of possible conflicts of interest of directors and senior executives.
- R. Review related party transactions and make recommendations to the Board, as appropriate.
- S. Review any shareholder proposals and recommend to the Board the Corporation's response to the proposals.
- T. Oversee the Corporation's corporate social responsibility and ESG activities and reporting.
- U. Oversee the Corporation's crisis management planning and activities.
- V. Oversee and review the Corporation's privacy, information governance and digital security compliance programs.
- W. Review and be informed on the Corporation's material litigation and related risks.
- X. At the request of the Board Chair or the Board, undertake such other corporate governance initiatives, as may be necessary or desirable to contribute to the success of the Corporation.
- Y. The Committee shall have the authority to delegate tasks to individual members and subcommittees.
- Z. The Committee shall have the authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.
- AA. The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties.

4. ACCOUNTABILITY

The Committee shall report its discussions to the Board by distributing the minutes of its meetings and, where appropriate, by oral report at the next Board meeting.

5. COMMITTEE AGENDA AND TIMETABLE

The Chair of the Committee will, in consultation with other members of the Committee and the appropriate officers of the Corporation, be responsible for calling meetings of the Committee, establishing the agenda for the meetings and conducting the meetings of the Committee. The Committee may meet in executive session, including with its advisors, as it deems necessary or appropriate.